

**Please DocuSign: NoVa MOU (Execution Copy).pdf**

Lloyd Chee via DocuSign <dse@docusign.net>  
Reply-To: Lloyd Chee <lchee@amazon.com>  
To: "R. Brian Ball" <brian.ball@governor.virginia.gov>

Mon, Nov 12, 2018 at 12:34 P



Lloyd Chee sent you a document to review and sign.

[REVIEW DOCUMENT](#)

R. Brian Ball,

Please DocuSign NoVa MOU (Execution Copy).pdf

Thank You, Lloyd Chee

**Lloyd Chee**  
[lchee@amazon.com](mailto:lchee@amazon.com)

Powered by **DocuSign****Do Not Forward This Email**

Please do not share this email or its contents. You may not ask others to e-sign documents for you.

**Alternate Signing Method**

Visit [DocuSign.com](https://docusign.com), click 'Access Documents', and enter the security code:  
57ECDBB805794D938E69F002059DB8F81

**Completed: Please DocuSign: NoVa MOU (Execution Copy).pdf**

**Lloyd Chee via DocuSign** <dse@docuSign.net>  
Reply-To: Lloyd Chee <lchee@amazon.com>  
To: "R. Brian Ball" <brian.ball@governor.virginia.gov>

Mon, Nov 12, 2018 at 12:49 P



Your document has been completed

[REVIEW DOCUMENT](#)

All parties have completed Please DocuSign: NoVa MOU (Execution Copy).pdf.

**Lloyd Chee**  
[lchee@amazon.com](mailto:lchee@amazon.com)

Powered by **DocuSign**

**Do Not Forward This Email**

Please do not share this email or its contents. You may not ask others to e-sign documents for you.

**Alternate Signing Method**

Visit DocuSign.com, click 'Access Documents', and enter the security code:

9F3F539C2A7C47D0806B27136199176F1

**Use of DocuSign**

By using DocuSign, each party agrees this electronic method of signing is an enforceable method of

signing this document. Amazon counterparties should download a copy of the fully executed document for their own records. It will be stored on DocuSign only temporarily.



[Download the DocuSign App](#)

This message was sent to you by Lloyd Chee who is using the DocuSign Electronic Signature Service. If you have questions, believe you received this message in error, or don't want email from this sender, please contact the sender.

Amazon, Amazon.com and the Amazon.com logo are registered trademarks of Amazon.com or its affiliates.

## 2 attachments



**NoVa MOU (Execution Copy).pdf**  
957K



**Summary.pdf**  
118K

**MEMORANDUM OF UNDERSTANDING**  
**MAJOR HEADQUARTERS PROGRAM**

THIS **MEMORANDUM OF UNDERSTANDING** (this “Memorandum”), dated November 12, 2018 (the “Effective Date”), is made by and among the **COMMONWEALTH OF VIRGINIA** (the “Commonwealth”), the **VIRGINIA ECONOMIC DEVELOPMENT PARTNERSHIP AUTHORITY**, a political subdivision of the Commonwealth, along with its successors and assigns (“VEDP”), and **AMAZON.COM SERVICES, INC.**, a Delaware corporation authorized to transact business in the Commonwealth, along with its successors and assigns (the “Company”).

Recitals

The Commonwealth, in consideration of the Company’s plans regarding Capital Investment, Average Annual Wage, and New Jobs, as such capitalized terms are defined below, wishes to offer certain commitments under a Major Headquarters Program (the “Program”) to be used to directly support the establishment by the Company of a Major Headquarters Facility, as defined below, in the County of Arlington, Virginia (the “Eligible County”). The Program consists of a Major Headquarters Workforce Grant (the “Workforce Grant”) and funding for certain transportation improvements (the “Transportation Projects”). The Workforce Grant will be paid to the Company and the Transportation Projects will be funded and implemented based upon the Company’s performance relative to Average Annual Wage and New Jobs, as set forth in this Memorandum.

The stimulation of the additional tax revenue and economic activity to be generated by the Capital Investment, Average Annual Wage, and New Jobs, constitutes a valid public purpose for the expenditure of public funds and is the animating purpose for the Workforce Grant and Transportation Projects.

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, receipt of which is hereby acknowledged, the Commonwealth, VEDP, and the Company agree as follows:

**Section 1.     Definitions.**

As used in this Memorandum:

“*Act*” means legislation authorizing or accommodating the Workforce Grant, expected to be originally enacted in the 2019 Session of the General Assembly of Virginia, as such legislation may be amended or supplemented.

“*Affiliate*” means any entity that directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with the Company.



*"Application"* means the annual written application for a Grant Payment, including supporting documentation, substantially in the form of Exhibit A hereto, to be filed by the Company with the Secretary of Commerce and Trade, as described in Section 3.

*"Average Annual Wage"* for any calendar year means the quotient of (A) the aggregate payments (defined as "wages" under Virginia Code §60.2-229 exclusive of benefits) made by the Company or an Affiliate to persons holding New Jobs for such calendar year, divided by (B) the number of New Jobs in place as of the end of such calendar year. If any of the persons holding New Jobs are paid "wages" in any calendar year in excess of \$850,000, as escalated 1.5% per year, as shown on Exhibit D, the amount of wages in excess of \$850,000, or the higher escalated amount, shall not be included in clause (A).

*"Average Annual Wage Target"* means the required Average Annual Wage for each calendar year, starting with \$150,000 in 2019, and escalating 1.5% per year, as shown on Exhibit D.

*"Capital Investment"* means an expenditure by or on behalf of the Company or an Affiliate on or after November 1, 2018, in real property, tangible personal property, or both, at the Facility that is properly chargeable to a capital account or would be so chargeable with a proper election. A capital expenditure related to a leasehold interest in real property will be considered to be made "on behalf of the Company or an Affiliate" if the lease between a developer and the Company or an Affiliate is a capital lease, or is an operating lease having a term of at least ten years, and the real property would not have been constructed or improved but for the Company's or an Affiliate's interest in leasing some or all of the real property. Further, the purchase or lease of furniture, fixtures, machinery and equipment, including under an operating lease, and expected building up-fit and tenant improvements by or on behalf of the Company or an Affiliate qualify as Capital Investment.

*"Control"* (including the related terms "controlled by" and "under common control with") shall exist when any one of the three following criteria are met: (i) the possession, directly or indirectly, of the power or shared power to direct or cause the direction of the management and policies of a business entity (whether through the ownership of voting securities or other ownership interest, by contract or otherwise), (ii) the ownership, either directly or indirectly, of 50% or more of the voting stock or other voting equity interest of such business entity, and (iii) the possession, directly or indirectly, of the power or shared power to make decisions regarding the hiring, firing, compensating, and promoting of the employees of such business entity.

*"Facility"* means the building, group of buildings or corporate campus, including any related machinery, furniture, fixtures and equipment, located at or near Crystal City and Pentagon City, also known as National Landing, in the Eligible County, that is owned, leased, licensed, occupied or otherwise operated by the Company or an Affiliate as a Major Headquarters Facility, for use in the administration, management, and operation of its business. The Facility includes both existing buildings and any new building or construction.

*"Federal Government Contract"* means any contract involving the Company or an Affiliate with the United States (or any federal department or agency) to perform a specific job, supply labor and materials, or for the sale of products and services.

*"Fiscal Year"* means the Commonwealth's fiscal year, which runs from July 1 of one calendar year through June 30 of the following calendar year.

*"Fund"* means the Major Headquarters Workforce Grant Fund created under the Act. Grant Payments will be made to the Company from the Fund.

*"Grant Payment"* means each Workforce Grant payment to be made by the Commonwealth to the Company pursuant to the Act and this Memorandum.

*"Grant Term"* means the period of Fiscal Years beginning with the 2024 Fiscal Year and ending with the 2043 Fiscal Year.

*"Major Headquarters Facility"* means a business establishment engaged in administering, overseeing, and managing other establishments and/or business operations of the Company or its Affiliates.

*"MEI Project Approval Commission"* means the Major Employment and Investment Project Approval Commission created under Virginia Code §30-309, and its successors and assigns.

*"New Jobs"* means positions, in which the employees of the Company or an Affiliate are principally located at the Facility, and are expected to work a minimum of either (i) 35 hours per week for the entire normal year of the Company's or an Affiliate's operations, which "normal year" must consist of at least 48 weeks or (ii) 1,680 hours per year. Seasonal or temporary positions shall not qualify as New Jobs. Positions created when a job function is shifted from an existing location in the Commonwealth shall qualify as New Jobs if the Company or an Affiliate certifies to the Commonwealth with respect to such position that it has hired a new employee to fill substantially the same job at the existing location as that held by the transferred position. The aggregate number of hours worked (including paid holidays, vacation, sick leave, and all other paid time off) during a particular calendar year will count toward the New Jobs. New Jobs includes Phase I New Jobs and Phase II New Jobs.

*"New Jobs Target"* means the Company's estimate to create potentially 37,850 New Jobs, with a minimum of 25,000 New Jobs.

*"Phase I New Jobs"* means the 25,000 New Jobs to be created by the Company or an Affiliate for which the Grant Payments will be calculated by the Phase I Methodology.

*"Phase I Methodology"* means the methodology to be used to calculate the Grant Payments related to the Phase I New Jobs, as described in Section 4(a)(1).

*"Phase II New Jobs"* means the 12,850 New Jobs, which are in addition to the 25,000 Phase I New Jobs to be created by the Company or an Affiliate, for which the Grant Payments will be calculated by the Phase II Methodology.

*"Phase II Methodology"* means the methodology to be used to calculate the Grant Payments for the Phase II New Jobs, as described in Section 4(a)(2).

*"Progress Report"* has the meaning set forth in Section 7(d).

*"Secretary of Commerce and Trade"* means the Secretary of Commerce and Trade for the Commonwealth, or his designee.

*"Total Grant Payments"* means the sum of all Grant Payments.

*"Transportation Projects"* include all or part of five projects: (1) Crystal City East Metro Entrance; (2) Potomac Yard Southwest Metro Entrance; (3) mutually agreed upon improvements to Rt. 1; (4) a connector bridge from National Landing (Crystal City) to Reagan National Airport (DCA); and (5) a Pentagon City/Crystal City/Potomac Yard transit expansion. The Board of Directors of VEDP may amend this list, with the consent of the Company.

*"Virginia Code"* means the Code of Virginia of 1950, as amended.

*"Workforce Grant"* means the Major Headquarters Workforce Grant in the maximum amount of \$750 million (\$550 million related to the Phase I New Jobs and \$200 million related to the Phase II New Jobs), as authorized in the Act, and administered and paid under this Memorandum.

## **Section 2. Major Headquarters Workforce Grant Program; Generally.**

(a) Company as Qualified Company. The Company agrees to use its best efforts to: (1) make or cause to be made a Capital Investment of at least \$2 billion; (2) create at least 25,000 Phase I New Jobs; and (3) potentially create an additional 12,850 Phase II New Jobs.

The parties acknowledge and agree that the Company is a "Qualified Company" as defined in the Act.

(b) Memorandum. The parties intend that this Memorandum meet the requirement in the Act that there be a memorandum of understanding between the Company and the Commonwealth, setting forth the requirements for the payment and receipt of proceeds of the Workforce Grant.

(c) Grant Payments Subject to Appropriation. The Commonwealth's obligations under this Memorandum and the Act to make Grant Payments to the Company shall constitute contractual obligations to make such payments; *provided* that the parties acknowledge that all of the Grant Payments described in this Memorandum are subject to appropriation by the Virginia General Assembly, will be paid from the Fund, and are subject to reduction should there be insufficient moneys in the Fund to make the Grant Payments in full.

Although payments to the Company under this Memorandum are subject to appropriation by the Virginia General Assembly, the Secretary of Commerce and Trade, on behalf of the

Commonwealth, agrees to exercise diligence and use best efforts in seeking the necessary funding from the Virginia General Assembly for the Grant Payments to the Company set forth in this Memorandum. The Secretary of Commerce and Trade will include such funding in the appropriate budget requests to the Governor for the appropriate Fiscal Years. The Governor shall include in the Budget Bill he submits to the General Assembly pursuant to §2.2-1509 of the Virginia Code all appropriations necessary to fulfill the obligations of the Commonwealth pursuant to this Memorandum.

In the event the Commonwealth or VEDP fail to comply with any of their obligations set forth in this Memorandum, including the failure to lawfully secure such appropriated funds as are necessary to fully fund the Grant Payments at the levels specified in this Memorandum, the Company's obligations under this Memorandum shall cease.

(d) No Double-Counting or Additional Discretionary Incentives. For any jobs or expenditures to count as Capital Investments or New Jobs under this Memorandum, they may not be counted by the Company or any of its Affiliates under a prior incentive agreement (*i.e.*, double-counted) with the Commonwealth, the Eligible County or any other Virginia locality, including any memorandum of understanding with respect to the data center sales and use tax exemption under Virginia Code §58.1-609.3 18 or any Special Workforce Grant under Virginia Code §59.1-284.30.

As to the agreements of the Company summarized in subsection 2(a) above relating to the establishment by the Company of a Major Headquarters Facility, the parties acknowledge and agree that there will be no direct Company incentives provided by the Commonwealth in addition to those described in this Memorandum.

(e) Use of Workforce Grant Proceeds. The Company may use the proceeds of the Workforce Grant from the Grant Payments to pay or to reimburse its costs for workforce development, workforce recruitment, workforce instruction or training, or for any other lawful purpose.

(f) Federal Government Contracts. If more than 10% of the New Jobs at the Facility are primarily engaged in supporting Federal Government Contracts, that percentage over 10% will be used to adjust downward the Grant Payment for that calendar year that otherwise would be due to the Company. For example, if 12% of the New Jobs at the Facility were so engaged in calendar year 2026, the Grant Payment due related to the Company's performance in calendar year 2026 shall be reduced by 2%.

**Section 3. Workforce Grant Payments; Applications.**

(a) Maximum Aggregate Payment. The Total Grant Payments to be made for the Workforce Grant under this Memorandum is a maximum of \$750 million (\$550 million related to the Phase I New Jobs and \$200 million related to the Phase II New Jobs). The Total Grant Payments would be \$750 million only if 37,850 New Jobs meeting the applicable Average Annual Wage Target (including both Phase I New Jobs and Phase II New Jobs) were to be created by December 31, 2038. If, however, 37,850 New Jobs are created prior to December 31, 2034, the Secretary of Commerce and Trade and VEDP, at the request of the Company, will ask the MEI Project Approval Commission to consider recommending additional Grant Payments per additional New Job added through December 31, 2038.

(b) First Application. The first Application may be filed no earlier than the spring of 2020, reflecting performance through December 31, 2019. The first Application may not be filed later than April 1, 2023, reflecting the Company's performance through December 31, 2022.

(c) Last Application. The last Application may be filed by April 1, 2039, reflecting the Company's performance through December 31, 2038.

(d) Annual Application for Grant Payment. On or before April 1 of each year, commencing no earlier than 2020, the Company shall provide an Application for a Grant Payment providing evidence, satisfactory to the Secretary of Commerce and Trade, of:

(i) the number of New Jobs created in the prior calendar year (or from November 1, 2018, as to the first Application),

the total number of New Jobs created from November 1, 2018 through the end of the prior calendar year, and

if the Company has counted as a New Job any position shifted from an existing location in the Commonwealth, the Company or the Affiliate has hired a new employee to fill substantially the same job at the existing location as that held by the transferred position;

(ii) the Average Annual Wage paid in the prior calendar year for the aggregate number of New Jobs, as of the end of the prior calendar year, and

if the Average Annual Wage is less than the Average Annual Wage Target for the appropriate calendar year, as shown in Exhibit D, the number of New Jobs that would remain if the Application included only those New Jobs necessary to meet the Average Annual Wage Target ("Qualifying New Jobs");

(iii) the Capital Investment made or caused to be made in the prior calendar year (or from November 1, 2018, as to the first Application); and



- (iv) a certification as to whether more than 10% of the New Jobs at the Facility during the prior calendar year were primarily engaged in supporting Federal Government Contracts, and, if so, the percentage of New Jobs so engaged.

Failure to meet the April 1 filing deadline shall result in a deferral of the Grant Payment, as set forth in Section 6(a). For filings by mail, the postmark cancellation shall govern the date of the filing determination.

(e) Verification of New Jobs, Average Annual Wage and Capital Investment. Following receipt of each Application, the Secretary of Commerce and Trade, in consultation with VEDP, will verify the New Jobs, the Average Annual Wage, and the number of Qualifying New Jobs. For the first Application, VEDP will determine the aggregate number of New Jobs created by the Company and its Affiliates from November 1, 2018 through the end of the previous calendar year, with the corresponding Average Annual Wage. For subsequent Applications, VEDP will determine the number of New Jobs created by the Company and its Affiliates in the previous calendar year, and for which the Company has not yet received a Grant Payment, with the corresponding Average Annual Wage.

If requested by VEDP, the Company shall provide VEDP copies of the Company's quarterly filings with the Virginia Employment Commission, including the filing covering November 1, 2018 that includes the Eligible County. Such information shall be marked and considered confidential and proprietary and shall be used by VEDP solely for verifying the New Jobs and the Average Annual Wage, after which, VEDP shall return the copies to the Company.

To the extent that VEDP or the Commonwealth have questions about the data supplied by the Company in any report, Application, filing or other document provided under this Memorandum, the parties will engage in good faith efforts to resolve such questions and, upon VEDP's or the Commonwealth's reasonable request, the Company will provide access to back-up documentation reasonably sufficient to verify the accuracy and completeness of the report, Application, filing or other document, and to demonstrate the manner in which such items or their contents were calculated or prepared. Notwithstanding the foregoing or any other provision of this Memorandum, the Company shall not be required to disclose, permit the inspection of or examination of, or discuss, any document, information or other matter that (a) constitutes trade secrets or proprietary information, (b) in respect of which disclosure is prohibited by law or any binding agreement or (c) is subject to attorney-client or similar privilege, employee privacy or constitutes attorney work product.

The parties agree that any documents to which VEDP receives access, but not copies, under this Section 3(e) are and remain documents in the Company's possession, custody, and control and that any public record request for those documents will be treated in accordance with Section 7(c).

(f) Termination. Unless terminated earlier pursuant to its terms, this Memorandum shall be effective as of the Effective Date and remain in effect until September 30, 2042, which is in Fiscal Year 2043 (the "End Date"), after which this Memorandum and the obligations of all parties hereto shall terminate. The Company has the right to terminate this Memorandum at any time prior to the End Date for any reason or no reason by delivering notice to VEDP at least five



(5) business days prior to the desired termination date. Unless otherwise provided herein, the Company shall be entitled to retain in full all Grant Payments received under this Memorandum prior to its termination.

#### **Section 4. Annual Workforce Grant Payment.**

(a) Calculation of Grant Payment. On or before each September 1<sup>st</sup> occurring during the Grant Term, following receipt of a timely-filed and verified Application for a Grant Payment, the Commonwealth will make a Grant Payment to the Company. The amount of the Grant Payment will be calculated as follows:

(1) *Phase I Methodology:* The Grant Payment will equal \$22,000 per Phase I Qualifying New Job reported in the Application (the "Base Year Application") four years prior to the most recent Application or Progress Report (the "Latest Application/Progress Report") and for which the Company has not yet received a Grant Payment. Notwithstanding the generality of the forgoing, if the average of the number of Phase I Qualifying New Jobs shown in the Latest Application/Progress Report and the three prior Applications/Progress Reports is not at least equal to the Phase I Qualifying New Jobs shown in the Base Year Application, the Grant Payment will be \$22,000 times the average number of such Phase I Qualifying New Jobs for which the Company has not yet received a Grant Payment.

(2) *Phase II Methodology:* The Grant Payment will equal \$15,564 per Phase II Qualifying New Job reported in the Base Year Application four years prior to the Latest Application/Progress Report and for which the Company has not yet received a Grant Payment. Notwithstanding the generality of the forgoing, if the average of the number of Phase II Qualifying New Jobs shown in the Latest Application/Progress Report and the three prior Applications/Progress Reports is not at least equal to the Phase II Qualifying New Jobs shown in the Base Year Application, the Grant Payment will be \$15,564 times the average number of such Phase II Qualifying New Jobs for which the Company has not yet received a Grant Payment.

(b) Maximum Annual Grant Payment. The maximum aggregate amount of Grant Payments to be made under this Memorandum through a Fiscal Year will not exceed the aggregate amount shown below:

Fiscal Year of Payment	Reflecting Performance Through Calendar Year	Maximum Aggregate Amount of Grant Payments Available Through Fiscal Year of Payment*
2024	2019	\$200,000,000
2025	2020	300,000,000
2026	2021	350,000,000

2027	2022	400,000,000
2028	2023	450,000,000
2029	2024	500,000,000
2030	2025	550,000,000
2031	2026	600,000,000
2032	2027	650,000,000
2033	2028	700,000,000
2034	2029	750,000,000
2035	2030	750,000,000
2036	2031	750,000,000
2037	2032	750,000,000
2038	2033	750,000,000
2039	2034	750,000,000
2040	2035	750,000,000
2041	2036	750,000,000
2042	2037	750,000,000
2043	2038	750,000,000

\* No more than \$550,000,000 is for Grant Payments related to Phase I New Jobs, calculated pursuant to the Phase I Methodology. The remaining \$200,000,000 is for Grant Payments related to Phase II New Jobs, calculated pursuant to the Phase II Methodology.

If the Company, under this Section 4, qualifies for a Grant Payment in any Fiscal Year which would cause the aggregate of Grant Payments through that Fiscal Year to exceed the aggregate amount shown above, the Company will receive a credit for the excess on a dollar-for-dollar basis, which may be added to the Grant Payment in any future year as long as the aggregate amount of that Grant Payment plus the credit does not cause the aggregate amount of Grant Payments to exceed the aggregate amount shown above.

(c) Grant Payments Earned When Received. The Company will be deemed to have fully earned each Grant Payment when received.

(d) Expected Grant Payment Schedule. Based upon the information provided by the Company to VEDP, as of the date of this Memorandum, the parties anticipate that Grant Payments will be made in the amounts as shown in Exhibit C attached hereto, provided, however, that the illustrative chart does not cap or otherwise limit any Grant Payment.

## **Section 5. Transportation Projects.**

(a) Commitment to Transportation Projects. Subject to the Transportation Projects Funding Schedule attached hereto as Exhibit E, the Commonwealth commits its best efforts, in collaboration with local officials in the Eligible County, to expeditiously evaluate and implement opportunities to improve safety, accessibility, and the pedestrian experience crossing Rt. 1, as well as to help secure the various approvals required to design and construct a connector bridge to Reagan National Airport (DCA) from National Landing (Crystal City) at a location that is mutually agreeable to the property owners, the Eligible County, the Commonwealth, and the Company. These two projects are among the five (5) projects defined collectively as "Transportation Projects"

in the definitional section of this Memorandum. In funding the Transportation Projects, the Commonwealth will make available a maximum of \$295 million in non-General Funds to fund the Transportation Projects in accordance with the Transportation Projects Funding Schedule.

(b) State and State-Controlled Federal Funding for Transportation Projects Subject to Applicable Law. The Commonwealth's obligations under this Memorandum to fund Transportation Projects shall constitute contractual obligations; *provided* that the parties acknowledge that (1) all such funding described in this Memorandum is subject to reduction should there be insufficient moneys to fund the Transportation Projects in full; and (2) state funding made available for the Transportation Projects must comply with any applicable state or federal law.

(c) Other Project. The Commonwealth will provide assistance to the Company in its efforts to obtain Eligible County, Commonwealth and Federal approvals required for the development, construction, and operation (at the Company's expense) of a helipad at the Facility.

#### **Section 6. Deferred Grant Payments.**

(a) Deferral for Late Application. If an Application that otherwise would have demonstrated compliance with the conditions for a Grant Payment is submitted after an April 1 deadline date, the Grant Payment will not be made in the applicable Fiscal Year, but will be made in the next succeeding Fiscal Year on or before September 1, together with any other Grant Payment that may be due in that succeeding Fiscal Year.

(b) Deferral for Lack of Moneys in Fund. Grant Payments are to be made from the Fund. If there are insufficient moneys in the Fund to make a Grant Payment in full in the Fiscal Year in which the Grant Payment is due, the Grant Payment shall be made to the extent moneys are available in the Fund. The unpaid balance of such Grant Payment shall be deferred until the next Fiscal Year in which there are moneys available in the Fund to fully pay the outstanding balance due the Company. The maximum aggregate amount of Grant Payments to be made through a Fiscal Year will not exceed the amounts shown in the table in Section 4(b). The Secretary of Commerce and Trade and the Governor will fulfill their obligations described in Section 2(c) to seek appropriations sufficient to make each Grant Payment in full in the Fiscal Year in which the Grant Payment is due.

#### **Section 7. Reporting and Tracking.**

(a) Pre-Submission Evaluation. In advance of submitting any Application, the Company may request of the Secretary of Commerce and Trade and/or VEDP a pre-submission evaluation for the purpose of determining the adequacy of records and other documentation proposed to be submitted.

(b) Secretary of Commerce and Trade's Report on Application. Within sixty (60) days after receiving an Application, the Secretary of Commerce and Trade shall certify to (i) the Comptroller of the Commonwealth, and (ii) the Company, the verification of the information contained in the Application and the resulting amount of the Grant Payment to which the Company is entitled under this Memorandum. Such Grant Payment will be paid to the Company from the

Fund on or before September 1 of the next Fiscal Year. The Comptroller shall not draw any warrants to issue checks to the Company without a specific legislative appropriation, as specified in the conditions and restrictions on expenditures in the applicable appropriation act.

(c) Confidential and Proprietary Information. Any documents containing confidential proprietary information made available and identified as such by the Company shall be maintained as confidential by VEDP and the Commonwealth, to the maximum extent permitted by law. The Company acknowledges that all such documents may be shared with the Joint Legislative Audit and Review Commission and with VEDP's internal auditor. VEDP and the Commonwealth will use adequate safeguards to maintain the security and confidentiality of all materials, communications, data, and information related to this Memorandum or supplied by the Company in connection with this Memorandum. Staff, representatives, and agents of the VEDP or Commonwealth will exercise the utmost discretion in oral and written communications regarding the Program and will provide information internally only to those individuals who need the information to facilitate the parties' performance under this Memorandum.

VEDP and the Commonwealth will use adequate physical and technical measures to maintain the security of all electronic and tangible records relating to this Memorandum. VEDP and the Commonwealth each agree to promptly notify the Company in the event of a security breach that could have impacted any electronic or tangible records relating to this Memorandum. VEDP and the Commonwealth acknowledge and agree that the Company must comply with its information security policies in performing its obligations under this Memorandum and that to the extent the Company is required to deliver certain sensitive information in connection with this Memorandum, the Company may deliver such information in password protected and encrypted files.

The Company acknowledges that this Memorandum is a public record subject to disclosure under the Commonwealth's public records laws, and that portions of certain materials, communications, data, and information related to this Memorandum may constitute public records subject to disclosure under the Commonwealth's public records laws and agrees that VEDP and the Commonwealth will disclose this Memorandum and such portions of the materials, communications, data, and information related to this Memorandum as required by law, provided that VEDP and the Commonwealth (a) except as to the disclosure of this Memorandum, give the Company prior written notice sufficient (in no event less than 2 business days) to allow the Company to seek a protective order or other appropriate remedy, (b) disclose only such information as is required under the applicable law, (c) cooperate with the Company in responding to any such records request, and (d) limit disclosure, refuse to disclose, and redact and/or omit portions of materials to the maximum extent permitted by applicable law. The Company acknowledges that the amount of each Grant Payment, the basic information required to calculate the amount of each Grant Payment and the fact that the Company did or did not timely file an Application for a Grant Payment or a Progress Report, reflect public records or information that may be disclosed by the Commonwealth and VEDP, without notice to the Company.

(d) Progress Reports in Years in Which Applications are Not Filed. The Company, for each year it does not file an Application, shall file with the Secretary of Commerce and Trade a progress report (the "Progress Report"), substantially in the form of Exhibit B hereto. The

Company is not required to file a Progress Report in any year for which an Application is being submitted. The Progress Report, as described in Exhibit B, details the Company's progress on achieving the targets set forth in Exhibit C, and covers the period through the end of the previous calendar year. VEDP may also request a Progress Report from the Company, by providing the Company with ninety (90) days written notice with time for the Company to comply in advance of the End Date or the date on which the Memorandum is otherwise terminated, whichever comes first.

**Section 8. Miscellaneous.**

(a) Regulatory Assistance. VEDP agrees to designate a qualified person with appropriate authority as its senior project coordinator. This senior project coordinator will work directly with the Company to endeavor to ensure that all administrative details relating to the Commonwealth and the development of the Facility are processed in the most efficient and expeditious fashion possible. The senior project coordinator may designate subject-matter specialist coordinators and additional coordinators as needed. The senior project coordinator will also work with the Steering Committee, established pursuant to subsection (d) below, to provide necessary and desired support to the Committee and its activities.

(b) Regulatory Flexibility. The Secretary of Commerce and Trade and VEDP acknowledge that a key component of the long-term success of the Facility, as well as the Commonwealth as a whole, will be the Commonwealth's ability to foster an innovative economy. Therefore, the Secretary of Commerce and Trade and VEDP will actively encourage the Commonwealth's regulatory authorities to implement forward-looking regulatory frameworks that, to the extent appropriate: (i) increase consumer choice and allow new and innovative forms of technologies and services to enter the marketplace; (ii) reassess existing laws and regulations to assure they are not unduly harming innovation and competition in pursuit of their objectives; (iii) are performance-based and technology neutral; (iv) limit prescriptive conditions on the design and operation of new technologies or devices; and (v) support environmentally-sustainable technologies and cost-competitive renewable energy.

(c) Further Assurances. The Secretary of Commerce and Trade and VEDP agree to do all things and take all actions reasonably required after the date hereof to fulfill their obligations hereunder, including the obtaining, execution, and delivery of all necessary or desirable signatures, filings, consents, authorizations, or approvals.

VEDP, and the senior project coordinator designated pursuant to subsection (a) above, will (through their work with the Steering Committee or other methodologies) encourage the fulfillment by all Commonwealth and Eligible County agencies, institutions and entities of their obligations in this Memorandum or under any other documents related to the Facility to which the Company is a party.

The Secretary of Commerce and Trade acknowledges that the Commonwealth has coordinated all commitments made by the Commonwealth, VEDP, the Eligible County, and the Industrial Development Authority of Arlington County, Virginia (collectively, the "Public Authorities" and, each individually, a "Public Authority") as a collaborative incentive package designed to induce the Company to locate the Facility within the Eligible County. The Secretary



of Commerce and Trade is prepared and willing and agrees to use diligence and the best efforts of his office to collaborate with and encourage each Public Authority to fulfill each and every commitment made by that Public Authority to the Company in the course of recruiting the Facility.

(d) Partnership Steering Committee. Recognizing the transformational impact of the project on Northern Virginia, a special steering committee (the "Steering Committee") will be created and administered by VEDP to steward the partnership among the Company, the Commonwealth and Northern Virginia communities, including the Eligible County. The Steering Committee is envisioned to meet regularly to ensure that the various partnership commitments stay on track and to periodically recommend adjustments to implementation plans; provided, that the Steering Committee shall not have the right to bind the Company, the Commonwealth or any other entity to any amendments to any partnership agreements without the express approval of the Company, the Commonwealth or such other entity, as appropriate. The Steering Committee will consist of three Company representatives, the Secretary of Commerce and Trade or designee, one or two Eligible County representatives, a City of Alexandria representative, the JBG Smith CEO or designee, the VEDP CEO or designee, the State Council for Higher Education in Virginia director or designee, a Virginia Polytechnic Institute and State University representative, a George Mason University representative, and a Northern Virginia Community College representative. VEDP may appoint another person to the Steering Committee who will represent a regional focus, subject to the reasonable approval of Company.

(e) Support for Virginia's and Eligible County's Economic Development Efforts. Recognizing that it is in the best interest of all parties for the Commonwealth to achieve sustained economic growth, the Company will periodically engage with VEDP to advise on Virginia's economic development strategies, such as highlighting important industry trends and/or business development opportunities (e.g., target companies or projects) that the Commonwealth may wish to pursue. Such engagement may occur through the Steering Committee and/or some other means.

The Company covenants and agrees to use its reasonable efforts to assist the Eligible County from time-to-time in promoting the Eligible County's attributes as a place to do business.

(f) Assignments. None of the Company's rights or responsibilities under this Memorandum shall be transferred or assigned, including by operation of law, without the prior written consent of the Secretary of Commerce and Trade, which shall not be unreasonably withheld, except that the Company may assign this Memorandum to an Affiliate or in connection with any merger, reorganization, sale of all or substantially all of the Company's assets or any similar transaction. Nothing in this Memorandum shall be deemed to constitute any restriction or condition on the Company's ability to freely sell, transfer or assign ownership or other interest in the Facility, the underlying land or any portion thereof or any ownership interest in the Company at any time.

(g) Successors and Assigns. Subject to Section 8(f), all of the provisions of this Memorandum shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto, to the same extent as if each successor and assign were in each case named as a party to this Memorandum.

(h) Completeness; Modification. This Memorandum, including its exhibits and documents incorporated by reference, constitutes the entire agreement and understanding of the



parties with respect to its subject matter and supersedes all prior written or verbal agreements, discussions, understandings, representations and negotiations among the parties, except the Act. This Memorandum may be modified only by a written instrument duly executed by all parties and any such modification must be in accordance with the Act. Any modification to this Memorandum shall be submitted by the Secretary of Commerce and Trade to the chairmen of the House Committee on Appropriations and the Senate Committee on Finance no later than 30 days after being executed by the Secretary of Commerce and Trade. To the extent any inconsistency between the Act and this Memorandum exists, the terms of the Act shall control.

(i) Numbers; Gender. Whenever in this Memorandum the singular number is used, the same shall include the plural where appropriate, and vice versa. Words of any gender used in this Memorandum shall include each other gender where appropriate.

(j) Notices. All notices, communications, reports and other information provided under this Memorandum shall be in writing and shall be given by (i) personal delivery, (ii) a nationally recognized overnight courier (providing confirmation receipts) for delivery on the following business day, or (iii) certified or registered mail, postage prepaid to the following addresses of the parties or to such other address as any party may hereafter furnish by written notice to the other parties:

If to the Commonwealth:

Commonwealth of Virginia  
Address: 1111 East Broad Street, 4<sup>th</sup> Floor (zip code: 23219)  
P.O. Box 1475  
Richmond, VA 23218  
Attention: Secretary of Commerce and Trade

If to VEDP:

Virginia Economic Development Partnership  
Address: One James Center, Suite 900  
901 East Cary Street  
Richmond, VA 23219  
Attention: President and Chief Executive Officer

If to the Company:

Amazon.com Services, Inc.  
Address: Attn: Director of Economic Development  
410 Terry Avenue North  
Seattle, WA 98109-5210

With a copy to:

Amazon.com Services, Inc.

Address: Attn: General Counsel (Real Estate)  
P.O. Box 81226  
Seattle, WA 98108

And a copy to:

Address: Bradley Arant Boult Cummings LLP  
1819 Fifth Avenue North  
Birmingham, AL 35203  
Attention: Alex B. Leath

Any notice shall be deemed given when received or first refused by the addressee.

(k) Governing Law; Venue. This Memorandum shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia, without reference to its choice of law rules. Jurisdiction and venue for any litigation arising out of or involving this Memorandum shall lie in the Circuit Court of the City of Richmond, and such litigation shall be brought only in such court.

(l) Force Majeure. Notwithstanding the foregoing provisions of this Memorandum, if the Company fails to take any action required under this Memorandum because of an "Event of Force Majeure" (as defined below), the time for taking such action will be extended day-for-day by the delay in taking such action caused by the Event of Force Majeure. "Event of Force Majeure" means without limitation, any of the following: any act of God; act of a public enemy; war; riot; sabotage; blockage; embargo; failure or inability to secure materials, supplies or labor through ordinary sources by reason of shortages or priority; labor strike, lockout or other labor or industrial disturbance (whether or not on the part of agents or employees of either party); civil disturbance; terrorist act; power outage; fire, flood, windstorm, hurricane, earthquake; landslides; lightning; tornadoes; storms; washouts; droughts; or other casualty; insurrection, epidemic, arrests; restraint of government and people; explosions; breakage or accident to machinery, transmission pipes or canals not caused by the Company; partial or entire failure of utilities; any change in law, order, regulation or other action of any governing authority other than those governing authorities that are a party to this Memorandum; or any other cause or event not reasonably within the control of the Company or an Affiliate.

(m) Dispute Resolution. In the event of any dispute, controversy or claim of any kind or nature arising under or in connection with this Memorandum (including disputes as to the creation, validity, or interpretation of this Memorandum) (a "Dispute"), then upon the written request of any party, each of the parties will appoint a senior representative whose task it will be to meet for the purpose of endeavoring to resolve the Dispute. The representatives will meet as often as the parties reasonably deem necessary in order to gather and furnish to the others all information with respect to the matter in issue which the parties believe to be appropriate and germane. Such representatives will discuss the Dispute and will negotiate in good faith in an effort to resolve the Dispute without the necessity of any formal proceeding. The specific format for such discussions will be left to the discretion of the representatives but may include the preparation of agreed upon statements of fact or written statements of position furnished to the other parties. No

formal proceedings for the resolution of the Dispute may be commenced until the earlier to occur of (1) a good faith mutual conclusion by the representatives that amicable resolution through continued negotiation of the matter in issue does not appear likely or (2) the 120<sup>th</sup> day after the initial request to negotiate the Dispute. If the resolution of the Dispute requires any party to take, or cause to be taken or to cease taking, some action, such party shall be provided a reasonable period of time, not less than one hundred twenty (120) days, to take, to cause, or to cease taking, such action. If the parties are unable to resolve the Dispute pursuant to the process set forth above, any party may seek to resolve the Dispute by filing an action in the jurisdiction and venue stipulated in Section 8(k) or by pursuing any other remedy available at law.

(n) Limitation of Remedy/Liability. Notwithstanding anything to the contrary in this Memorandum, neither the Company nor any of its Affiliates shall be liable for: (a) any indirect, reliance, exemplary, incidental, speculative, punitive, special, consequential or similar damages that may arise in connection with this Memorandum, (b) any lost or foregone tax revenues, or (c) any damages, liabilities, fees, costs, expenses, penalties, diminishments in value, losses or payments (including any lost or foregone tax revenues) that exceed, in the aggregate, the lesser of (i) the Total Grant Payments received by the Company from the Commonwealth under this Memorandum or (ii) \$1,000,000. The parties also expressly waive any right or claim to attorneys' fees.

(o) Effect of Breach. A party will be deemed to be in "Breach" of this Memorandum only if: (1) it fails to substantially comply with any material provision of this Memorandum; and (2) it does not cure such failure within a reasonable period of time following delivery to it of notice by the other party describing such failure in reasonable detail, which period will not be less than 120 days. In the event of a Breach for which this Memorandum does not provide a specific remedy, either party may pursue any legal or equitable remedies they may have under this Memorandum or applicable law.

(p) Severability. Whenever possible, each provision of this Memorandum will be interpreted in such a manner as to be valid, legal and enforceable under applicable law. If any term of this Memorandum is to any extent invalid, illegal, or incapable of being enforced, such term shall be excluded to the extent of such invalidity, illegality, or unenforceability, while all other terms of this Memorandum shall remain in full force and effect.

(q) No Third-Party Beneficiary. The parties intend that this Memorandum shall not benefit or create any right or cause of action in or on behalf of any third-party beneficiary, or any individual or entity other than the parties, or their permitted assignees.

(r) No Joint Venture. It is acknowledged and agreed by the parties that the terms hereof are not intended to and shall not be deemed to create a partnership or joint venture among the parties.

(s) Counterparts. This Memorandum may be executed in counterparts. Each counterpart shall be deemed an original, and the counterparts together shall constitute one and the same instrument.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

WITNESS the following signatures as of the day and year first written above.

**COMMONWEALTH OF VIRGINIA**

DocuSigned by:  
By R. Brian Ball  
221304708F09872  
Name: R. Brian Ball  
Title: Secretary of Commerce and Trade

**AMAZON.COM SERVICES, INC.**

DocuSigned by:  
By Brian Huseman  
43771361E8C048C  
Name: Brian Huseman  
Title: Authorized Representative

**VIRGINIA ECONOMIC DEVELOPMENT  
PARTNERSHIP AUTHORITY**

DocuSigned by:  
By Stephen Moret  
50D2D8B5376F48D  
Name: Stephen Moret  
Title: President and Chief Executive Officer

- Exhibit A: Application Form
- Exhibit B: Progress Report Form
- Exhibit C: Expected Grant Payment Schedule
- Exhibit D: Criteria Related to New Jobs, by Calendar Year
- Exhibit E: Transportation Projects Funding Schedule

Exhibit A

## APPLICATION FOR MAJOR HEADQUARTERS WORKFORCE GRANT PAYMENT

### PROJECT SUMMARY:

Project	Amazon.com Services, Inc. NoVa Headquarters
Location	Arlington County
Performance Reporting Period	November 1, 2018 / January 1, 20__ Through December 31, 20__

### OVERALL PROJECT PERFORMANCE:

Performance Measurement	Program Target	As of December 31, 20__	% Complete
<b>New Jobs<sup>1</sup></b>	37,850		
Confidence level New Jobs Target will be reached by December 31, 2038 (check one)	High <input type="checkbox"/>	Moderate <input type="checkbox"/>	Low <input type="checkbox"/>
<b>Capital Investment</b> (provide breakdown below)	\$ _____		
<b>Average Annual Wage</b> (See Exhibit D)	\$ _____	\$ _____	
<b>Standard Fringe Benefits</b> (check one)	Yes <input type="checkbox"/>	No <input type="checkbox"/>	

<sup>1</sup>Data will be verified using Virginia Employment Commission records.

### GRANT PAYMENT REQUESTED:

Based on the following criteria, the Company requests a Grant Payment of \$ \_\_\_\_\_, under the Phase I Methodology set forth in Section 4(a)(1), based upon \$22,000 per Phase I Qualifying New Job, and for which the Company has not yet received a Grant Payment.

Based on the following criteria, the Company requests a Grant Payment of \$ \_\_\_\_\_, under the Phase II Methodology set forth in Section 4(a)(2) based upon \$15,564 per Phase II Qualifying New Job, and for which the Company has not yet received a Grant Payment.

#### New Jobs:

- The number of New Jobs created in calendar year 20\_\_ (or from November 1, 2018 through December 31, 20\_\_, as to the first Application) is \_\_\_\_\_.
- The total number of New Jobs created and in place from November 1, 2018 through calendar year 20\_\_ is \_\_\_\_\_.

- If the Company has counted as a New Job any position shifted from an existing location in the Commonwealth, the Company or the Affiliate has hired a new employee to fill substantially the same job at the existing location as that held by the transferred position.
- The Company has previously received Grant Payments for \_\_\_\_\_ Phase I New Jobs and \_\_\_\_\_ Phase II New Jobs.

**Average Annual Wage:**

- The Average Annual Wage paid for the aggregate number of New Jobs, as of the end of calendar year 20\_\_\_\_, is \$\_\_\_\_\_.
- In making its calculation of Average Annual Wage, the Company counted only the first \$850,000 in wages paid for each New Job, escalated as shown in Exhibit D.

If the Average Annual Wage paid for the aggregate number of New Jobs, as of the end of calendar year 20\_\_\_\_, is less than the Average Annual Wage Target, the number of New Jobs that would remain if this Application includes only Qualifying New Jobs; is \_\_\_\_\_.

**Capital Investment:**

- The Capital Investment made or caused to be made in calendar year 20\_\_\_\_ (or from November 1, 2018 through December 31, 20\_\_\_\_, as to the first Application) is \$\_\_\_\_\_. The Capital Investment can be broken down into these categories:

Capital Investment Breakdown	Amount
Land	\$
Land Improvements	\$
New Construction or Expansion	\$
Renovation or Building Up-fit / Tenant Improvements	\$
Machinery and Tools	\$
Furniture, Fixtures and Equipment	\$
Other	\$
<b>Total</b>	<b>\$</b>

**Percentage of New Jobs at the Facility Primarily Engaged in Supporting Federal Government Contracts:**

- In calendar year 20\_\_\_\_, the percentage of New Jobs at the Facility that were primarily engaged in supporting Federal Government Contracts [did / did not] exceed 10%. If the percentage of New Jobs so engaged was more than 10%, the actual percentage of New Jobs so engaged was \_\_\_\_%.

**COMMENTS:**



Discuss the current level of Average Annual Wage, New Jobs, and Capital Investment, and changes or likely changes in the nature of the Facility that may impact the Company's performance. If the Company is not on track to earn the full amount of the Workforce Grant, please provide an explanation.

**TO BE CERTIFIED BY AN AUTHORIZED SIGNATORY OF THE COMPANY:**

I certify that I have examined this report and to the best of my knowledge and belief, it is true, correct, and complete.

Company: Amazon.com Services, Inc.

Submitted By: \_\_\_\_\_  
Signature of Official

Name and Title: \_\_\_\_\_  
Print Name and Title

Date: \_\_\_\_\_

Please return to:

Secretary of Commerce and Trade, Commonwealth of Virginia, 1111 East Main Street, 4<sup>th</sup> Floor,  
Richmond, Virginia 23219

-and-

Kim Ellett, Incentives Coordinator, Virginia Economic Development Partnership, 804.545.5618,  
kellett@vedp.org

Exhibit B

## PROGRESS REPORT FOR MAJOR HEADQUARTERS WORKFORCE GRANT

### PROJECT SUMMARY:

Project	Amazon.com Services, Inc. NoVa Headquarters
Location	Arlington County
Performance Reporting Period	November 1, 2018 / January 1, 20__ Through December 31, 20__

### OVERALL PROJECT PERFORMANCE:

Performance Measurement	Program Target	As of December 31, 20__	% Complete
<b>New Jobs<sup>1</sup></b>	37,850		
Confidence level New Jobs Target will be reached by December 31, 2038 (check one)	High <input type="checkbox"/>	Moderate <input type="checkbox"/>	Low <input type="checkbox"/>
<b>Capital Investment</b> (provide breakdown below)	\$ _____		
<b>Average Annual Wage</b>	\$ _____	\$ _____	
<b>Standard Fringe Benefits</b> (check one)	Yes <input type="checkbox"/>	No <input type="checkbox"/>	

<sup>1</sup>Data will be verified using Virginia Employment Commission records.

Capital Investment Breakdown	Amount
Land	\$ _____
Land Improvements	\$ _____
New Construction or Expansion	\$ _____
Renovation or Building Up-fit / Tenant Improvements	\$ _____
Machinery and Tools	\$ _____
Furniture, Fixtures and Equipment	\$ _____
Other	\$ _____
<b>Total</b>	\$ _____

**COMMENTS:**

Discuss the current level of Average Annual Wage, New Jobs, and Capital Investment, and changes or likely changes in the nature of the Facility that may impact the Company's performance. If the Company is not on track to earn the full amount of the Workforce Grant, please provide an explanation.

**TO BE CERTIFIED BY AN AUTHORIZED SIGNATORY OF THE COMPANY:**

I certify that I have examined this report and to the best of my knowledge and belief, it is true, correct, and complete.

Company: Amazon.com Services, Inc.

Submitted By: \_\_\_\_\_  
Signature of Official

Name and Title: \_\_\_\_\_  
Print Name and Title

Date: \_\_\_\_\_

Please return to:

Secretary of Commerce and Trade, Commonwealth of Virginia, 1111 East Main Street, 4<sup>th</sup> Floor,  
Richmond, Virginia 23219

-and-

Kim Ellett, Incentives Coordinator, Virginia Economic Development Partnership, 804.545.5618,  
kellett@vedp.org

## Exhibit C

## EXPECTED MAJOR HEADQUARTERS WORKFORCE GRANT PAYMENT SCHEDULE

Calendar Year of Performance	Expected New Jobs for Phase One over prior calendar year total (Dec 31)	Potential New Jobs for Phase Two over prior calendar year total (Dec 31)	Expected Grant Payment Related to New Jobs (\$ Million)		Fiscal Year of Payment
			Phase I	Phase II	
2019	400	-	8.8	-	2024
2020	1,180	-	26.0	-	2025
2021	1,964	-	43.2	-	2026
2022	1,439	-	31.7	-	2027
2023	2,665	-	58.6	-	2028
2024	2,352	-	51.7	-	2029
2025	1,643	-	36.1	-	2030
2026	2,207	-	48.6	-	2031
2027	3,000	-	66.0	-	2032
2028	3,000	-	66.0	-	2033
2029	2,305	-	50.7	-	2034
2030	2,845	750	62.6	11.7	2035
2031	-	2,100	-	32.7	2036
2032	-	3,900	-	60.7	2037
2033	-	3,100	-	48.2	2038
2034	-	3,000	-	46.7	2039
2035	-		-	-	2040
2036	-		-	-	2041
2037	-		-	-	2042
2038	-		-	-	2043

## Exhibit D

**SCHEDULE OF AVERAGE ANNUAL WAGE RATES, AND MAXIMUM WAGES TO  
COUNT TOWARD AVERAGE ANNUAL WAGE FOR ANY ONE NEW JOB**

<b>Calendar Year</b>	<b>Average Annual Wage Target</b>	<b>Maximum Amount of Wages to Count Toward "Average Annual Wage" for any one New Job</b>
2019	\$150,000	\$ 850,000
2020	152,250	862,750
2021	154,534	875,691
2022	156,852	888,827
2023	159,205	902,159
2024	161,593	915,691
2025	164,016	929,427
2026	166,477	943,368
2027	168,974	957,519
2028	171,508	971,881
2029	174,081	986,460
2030	176,692	1,001,257
2031	179,343	1,016,275
2032	182,033	1,031,520
2033	184,763	1,046,992
2034	187,535	1,062,697
2035	190,348	1,078,638
2036	193,203	1,094,817
2037	196,101	1,111,240
2038	199,043	1,127,908

## Exhibit E

**TRANSPORTATION PROJECTS  
FUNDING SCHEDULE**

<b>Cumulative New Jobs Created</b>	<b>Minimum Cumulative Available Transportation Funds* **</b>
400	\$ 3,120,000
1,580	12,324,000
3,544	27,643,200
4,983	38,867,400
7,648	59,654,400
10,000	78,000,000
11,643	90,815,400
13,850	108,030,000
16,850	131,430,000
19,850	154,830,000
22,155	172,809,000
25,750	200,850,000
27,850	217,230,000
31,750	247,650,000
34,850	271,830,000
37,850	295,000,000

\* Notwithstanding this Schedule, it is the intention of the Commonwealth to provide funding on an accelerated basis to support the development and construction of the Crystal City East Metro Entrance and the Potomac Yard Southwest Metro Entrance Transportation Projects. Notwithstanding this Schedule, it is the intention of the Commonwealth to provide up to \$20 million of funding on an accelerated basis to support the planning of the other Transportation Projects, described in clauses (3), (4) and (5) in the definition of Transportation Projects. Further, notwithstanding this Schedule, it is the intention of the Commonwealth to provide funding on an accelerated basis to support the development and construction of the connector bridge from National Landing (Crystal City) to Reagan National Airport (DCA), once the Company has created at least 2,500 New Jobs having an Average Annual Wage at least equal to the Average Annual Wage Target. These investments in Transportation Projects will benefit the National Landing neighborhood and the surrounding areas.

\*\* This Schedule, together with the paragraph immediately above, reflect the slowest rate at which the Commonwealth will commit funding for the Transportation Projects. Should the Company wish for the Commonwealth to support the development of other Transportation Projects on an accelerated basis, the Commonwealth agrees to establish with the Company a set of written conditions upon which the Commonwealth will agree to undertake the desired Transportation Project(s).



## Certificate Of Completion

Envelope Id: 9EF66437194E4FFDBA9AAB28C5377E98	Status: Completed
Subject: Please DocuSign: NoVa MOU (Execution Copy) pdf	
Document Type: OTHER	
Legal VP: Deal	
Bulk Send: No	
Source Envelope:	
Document Pages: 25	Signatures: 3
Certificate Pages: 2	Initials: 0
AutoNav: Enabled	
EnvelopeId Stamping: Enabled	
Time Zone: (UTC-07:00) Mountain Time (US & Canada)	
	Envelope Originator: Lloyd Chee ATTN: Legal Department PO BOX 81226 Seattle, WA 98108 lchee@amazon.com IP Address: 54.240.196.171

## Record Tracking

Status: Original 11/12/2018 10:25:26 AM	Holder: Lloyd Chee lchee@amazon.com	Location: DocuSign
--	--	--------------------

## Signer Events

R. Brian Ball  
brian.ball@governor.virginia.gov  
Security Level: Email, Account Authentication (None)

## Signature

DocuSigned by:  
*R. Brian Ball*  
221304704F09472

Signature Adoption: Pre-selected Style  
Using IP Address: 71.207.131.72

## Timestamp

Sent: 11/12/2018 10:34:08 AM  
Viewed: 11/12/2018 10:38:47 AM  
Signed: 11/12/2018 10:40:19 AM

## Electronic Record and Signature Disclosure: Not Offered via DocuSign

Stephen Moret  
Moret@vedp.org  
Security Level: Email, Account Authentication (None)

DocuSigned by:  
*Stephen Moret*  
50020885376F4BD

Signature Adoption: Uploaded Signature Image  
Using IP Address: 107.77.203.184

Sent: 11/12/2018 10:34:07 AM  
Viewed: 11/12/2018 10:34:47 AM  
Signed: 11/12/2018 10:45:27 AM

## Electronic Record and Signature Disclosure: Not Offered via DocuSign

Brian Huseman  
bhuseman@amazon.com  
Vice President, Public Policy  
Security Level: Email, Account Authentication (None)

DocuSigned by:  
*Brian Huseman*  
43771361E6C048C

Signature Adoption: Pre-selected Style  
Using IP Address: 72.21.196.64

Sent: 11/12/2018 10:45:28 AM  
Viewed: 11/12/2018 10:47:05 AM  
Signed: 11/12/2018 10:49:45 AM

## Electronic Record and Signature Disclosure: Not Offered via DocuSign

## In Person Signer Events

## Signature

## Timestamp

## Editor Delivery Events

## Status

## Timestamp

## Agent Delivery Events

## Status

## Timestamp

## Intermediary Delivery Events

## Status

## Timestamp

Certified Delivery Events	Status	Timestamp
---------------------------	--------	-----------

Carbon Copy Events	Status	Timestamp
--------------------	--------	-----------

Notary Events	Signature	Timestamp
---------------	-----------	-----------

Envelope Summary Events	Status	Timestamps
-------------------------	--------	------------

Envelope Sent	Hashed/Encrypted	11/12/2018 10:45:28 AM
Certified Delivered	Security Checked	11/12/2018 10:47:05 AM
Signing Complete	Security Checked	11/12/2018 10:49:45 AM
Completed	Security Checked	11/12/2018 10:49:45 AM

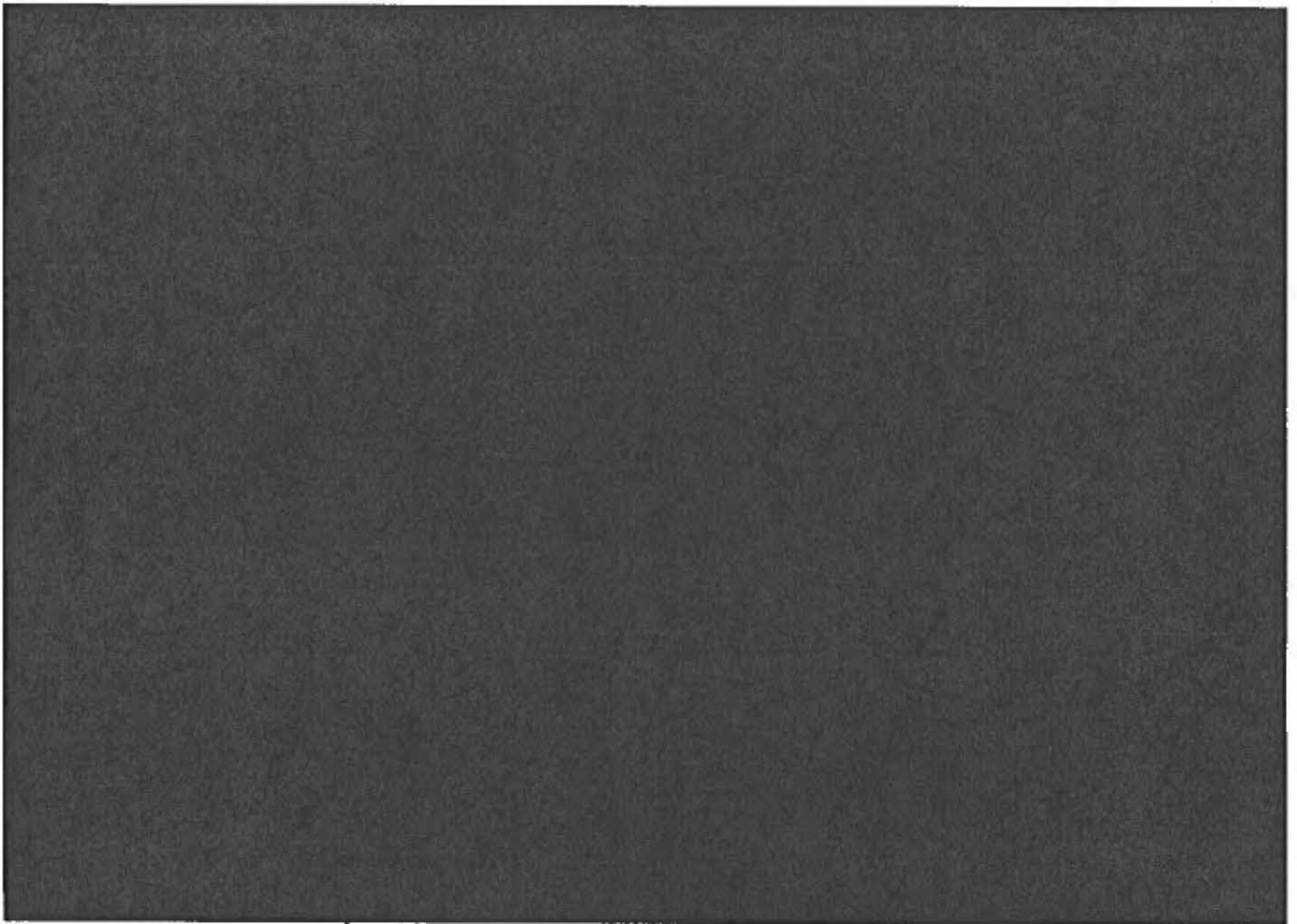
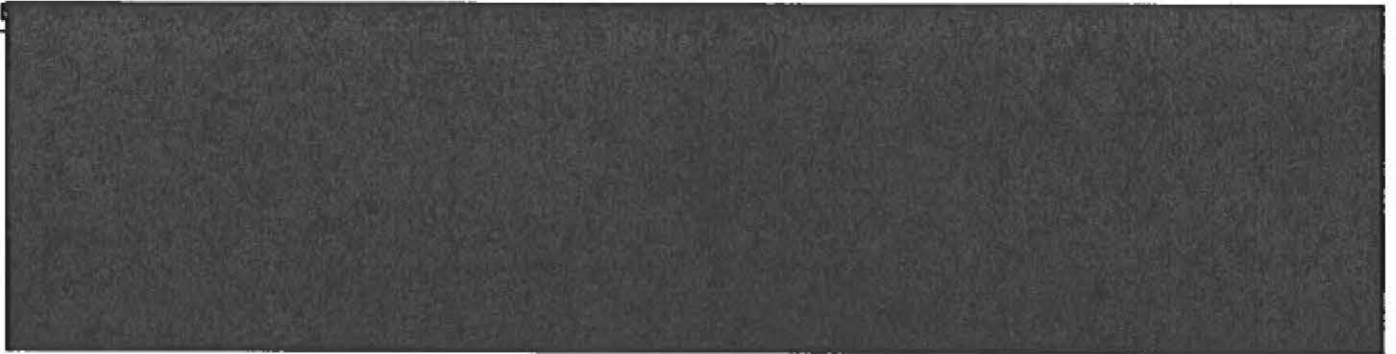
Payment Events	Status	Timestamps
----------------	--------	------------



Ball, Robert <brian.ball@governor.virginia.gov>

## FW: Execution of MOU

9 messages



SECRET//NOFORN  
[REDACTED]


[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

  
**Moret, Stephen** <Moret@vedp.org>

Mon, Nov 12, 2018 at 11:36 A

To: "Chee, Lloyd" &lt;lchee@amazon.com&gt;

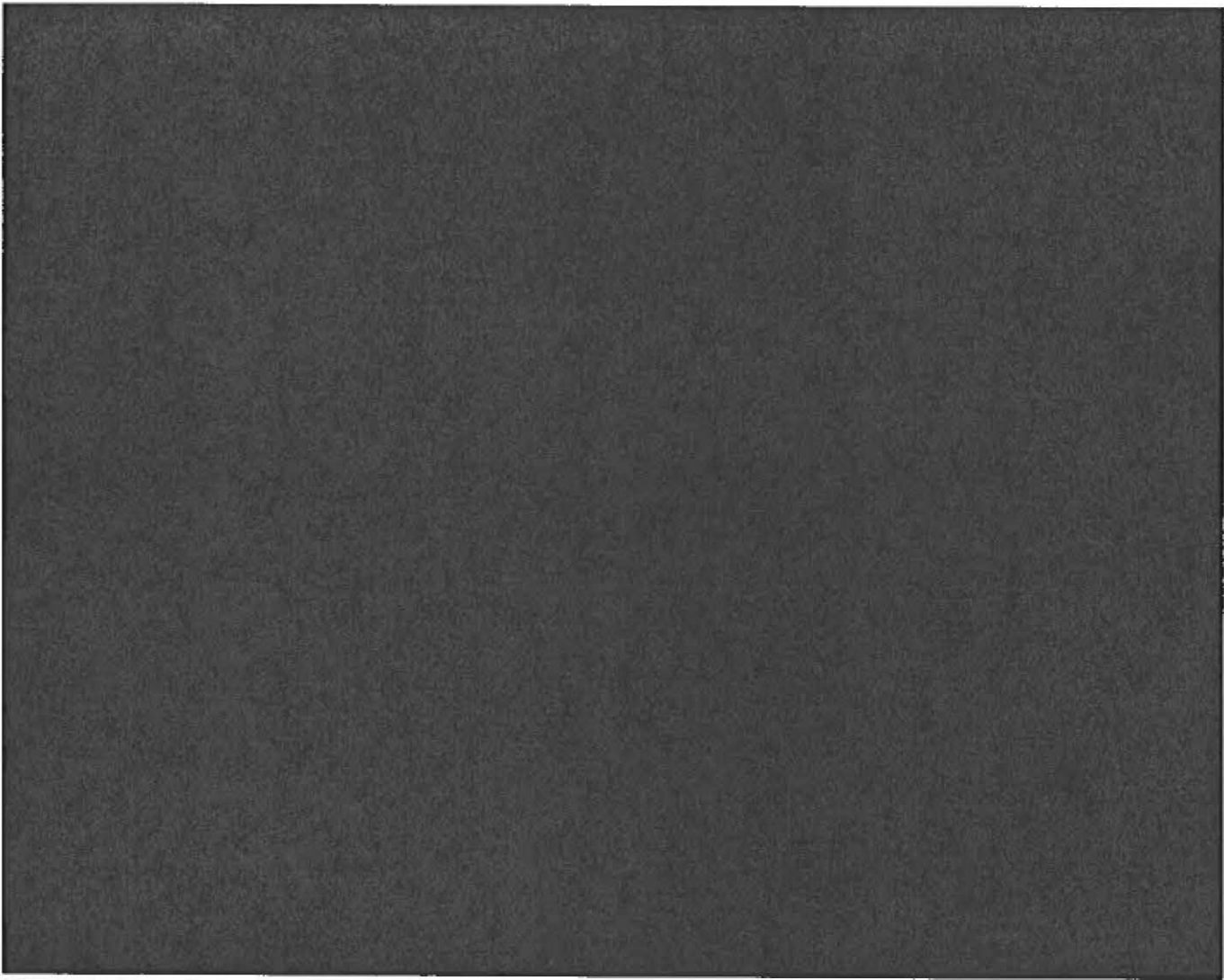
Cc: "Sullivan, Holly" &lt;hollyss@amazon.com&gt;, "McNinch, Sandi" &lt;SMcNinch@vedp.org&gt;, "R. Brian Ball" &lt;brian.ball@governor.virginia.gov&gt;

Good morning, Lloyd,

That works for me as well as Secretary Ball (copied).

**Stephen Moret**

Direct: 804.545.5612 | Mobile: 804.801.6192



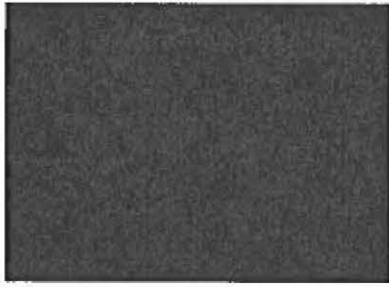


[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



**Chee, Lloyd** <lchee@amazon.com>

Mon, Nov 12, 2018 at 11:42 A

To: "Moret, Stephen" <Moret@vedp.org>

Cc: "Sullivan, Holly" <hollyss@amazon.com>, "McNinch, Sandi" <SMcNinch@vedp.org>, "R. Brian Ball" <brian.ball@governor.virginia.gov>

Thank you, Stephen. We'll arrange for that and will give you an email heads up when we're ready to do so.

Lloyd A. Chee | Corporate Counsel | Amazon.com

(206) 765-5937 | lchee@amazon.com

**From:** Moret, Stephen <Moret@vedp.org>

**Sent:** Monday, November 12, 2018 8:36 AM

**To:** Chee, Lloyd <lchee@amazon.com>

**Cc:** Sullivan, Holly <hollyss@amazon.com>; McNinch, Sandi <SMcNinch@vedp.org>; R. Brian Ball <brian.ball@governor.virginia.gov>

**Subject:** Re: Execution of MOU

Good morning, Lloyd,

That works for me as well as Secretary Ball (copied).

**Stephen Moret**

Direct: 804.545.5612 | Mobile: 804.801.6192

---

**From:** Lloyd Chee <lchee@amazon.com>

**Date:** Sunday, November 11, 2018 at 9:52 PM

**To:** "Moret, Stephen" <Moret@vedp.org>, "McNinch, Sandi" <SMcNinch@vedp.org>

**Cc:** Holly Brown <hollyss@amazon.com>

**Subject:** Execution of MOU

Stephen & Sandi,

Just looking ahead, for the execution of the MOU, would it be possible to use DocuSign and have all parties execute electronically? If so, we can initiate the DocuSign envelope on our end, which would enable us to execute quickly and efficiently, and all parties would promptly be delivered fully executed documents via email thereafter.

Thanks,

Lloyd

**Lloyd A. Chee** | Amazon.com  
Corporate Counsel

2021 7th Ave. | Seattle, WA 98121  
direct: (206) 765-5937

cell: (206) 849-4985

email: lchee@amazon.com

Work hard. Have fun. Make history.

**amazon.com.**

**Moret, Stephen** <Moret@vedp.org>

To: "Chee, Lloyd" <lchee@amazon.com>

Cc: "Sullivan, Holly" <hollyss@amazon.com>, "McNinch, Sandi" <SMcNinch@vedp.org>, "R. Brian Ball" <brian.ball@governor.virginia.gov>

Mon, Nov 12, 2018 at 12:48 P

Secretary Ball and I have both signed

**Stephen Moret**

Direct: 804.545.5612 | Mobile: 804.801.6192

---

**From:** Lloyd Chee <lchee@amazon.com>

**Date:** Monday, November 12, 2018 at 11:42 AM

**To:** "Moret, Stephen" <Moret@vedp.org>

**Cc:** Holly Brown <hollyss@amazon.com>, "McNinch, Sandi" <SMcNinch@vedp.org>, "R. Brian Ball" <brian.ball@governor.virginia.gov>

**Subject:** RE: Execution of MOU

Thank you, Stephen. We'll arrange for that and will give you an email heads up when we're ready to do so.

Lloyd A. Chee | Corporate Counsel | Amazon.com

(206) 765-5937 | lchee@amazon.com

**From:** Moret, Stephen <Moret@vedp.org>  
**Sent:** Monday, November 12, 2018 8:36 AM  
**To:** Chee, Lloyd <lchee@amazon.com>  
**Cc:** Sullivan, Holly <hollyss@amazon.com>; McNinch, Sandi <SMcNinch@vedp.org>; R. Brian Ball <brian.ball@governor.virginia.gov>  
**Subject:** Re: Execution of MOU

Good morning, Lloyd,

That works for me as well as Secretary Ball (copied).

**Stephen Moret**

Direct: 804.545.5612 | Mobile: 804.801.6192

---

**From:** Lloyd Chee <lchee@amazon.com>  
**Date:** Sunday, November 11, 2018 at 9:52 PM  
**To:** "Moret, Stephen" <Moret@vedp.org>, "McNinch, Sandi" <SMcNinch@vedp.org>  
**Cc:** Holly Brown <hollyss@amazon.com>  
**Subject:** Execution of MOU

Stephen & Sandi,

Just looking ahead, for the execution of the MOU, would it be possible to use DocuSign and have all parties execute electronically? If so, we can initiate the DocuSign envelope on our end, which would enable us to execute quickly and efficiently, and all parties would promptly be delivered fully executed documents via email thereafter.

Thanks,

Lloyd

**Lloyd A. Chee | Amazon.com**  
Corporate Counsel

2021 7th Ave. | Seattle, WA 98121  
direct: (206) 765-5937

cell: (206) 849-4985

email: lchee@amazon.com

Work hard. Have fun. Make history.

**amazon.com.**

**Chee, Lloyd** <lchee@amazon.com>

Mon, Nov 12, 2018 at 12:53 P

To: "Moret, Stephen" <Moret@vedp.org>

Cc: "Sullivan, Holly" <hollyss@amazon.com>, "McNinch, Sandi" <SMcNinch@vedp.org>, "R. Brian Ball" <brian.ball@governor.virginia.gov>

We have signed as well. You should have gotten a fully executed copy via email. Please contact me if you did not and we'll forward asap.

Thanks,

Lloyd

Lloyd A. Chee | Corporate Counsel | Amazon.com

(206) 765-5937 | lchee@amazon.com

**From:** Moret, Stephen <Moret@vedp.org>

**Sent:** Monday, November 12, 2018 9:49 AM

**To:** Chee, Lloyd <lchee@amazon.com>

**Cc:** Sullivan, Holly <hollyss@amazon.com>; McNinch, Sandi <SMcNinch@vedp.org>; R. Brian Ball <brian.ball@governor.virginia.gov>

**Subject:** Re: Execution of MOU

Secretary Ball and I have both signed

**Stephen Moret**

Direct: 804.545.5612 | Mobile: 804.801.6192

**From:** Lloyd Chee <lchee@amazon.com>

**Date:** Monday, November 12, 2018 at 11:42 AM

**To:** "Moret, Stephen" <Moret@vedp.org>

**Cc:** Holly Brown <hollyss@amazon.com>, "McNinch, Sandi" <SMcNinch@vedp.org>, "R. Brian Ball" <brian.ball@governor.virginia.gov>

**Subject:** RE: Execution of MOU

Thank you, Stephen. We'll arrange for that and will give you an email heads up when we're ready to do so.

Lloyd A. Chee | Corporate Counsel | Amazon.com

(206) 765-5937 | lchee@amazon.com

**From:** Moret, Stephen <Moret@vedp.org>  
**Sent:** Monday, November 12, 2018 8:36 AM  
**To:** Chee, Lloyd <lchee@amazon.com>  
**Cc:** Sullivan, Holly <hollyss@amazon.com>; McNinch, Sandi <SMcNinch@vedp.org>; R. Brian Ball <brian.ball@governor.virginia.gov>  
**Subject:** Re: Execution of MOU

Good morning, Lloyd,

That works for me as well as Secretary Ball (copied).

**Stephen Moret**

Direct: 804.545.5612 | Mobile: 804.801.6192

**From:** Lloyd Chee <lchee@amazon.com>  
**Date:** Sunday, November 11, 2018 at 9:52 PM  
**To:** "Moret, Stephen" <Moret@vedp.org>, "McNinch, Sandi" <SMcNinch@vedp.org>  
**Cc:** Holly Brown <hollyss@amazon.com>  
**Subject:** Execution of MOU

Stephen & Sandi,

Just looking ahead, for the execution of the MOU, would it be possible to use DocuSign and have all parties execute electronically? If so, we can initiate the DocuSign envelope on our end, which would enable us to execute quickly and efficiently, and all parties would promptly be delivered fully executed documents via email thereafter.

Thanks,

Lloyd

**Lloyd A. Chee | Amazon.com**  
Corporate Counsel

2021 7th Ave. | Seattle, WA 98121  
direct: (206) 765-5937

cell: (206) 849-4985

email: lchee@amazon.com

Work hard. Have fun. Make history.





Sullivan, Holly <hollyss@amazon.com>

To: "Moret, Stephen" <Moret@vedp.org>, "Chee, Lloyd" <lchee@amazon.com>

Cc: "McNinch, Sandi" <SMcNinch@vedp.org>, "R. Brian Ball" <brian.ball@governor.virginia.gov>

Mon, Nov 12, 2018 at 1:00 P

Thank you Secretary Ball and Stephen!

Holly

**From:** Moret, Stephen <Moret@vedp.org>

**Sent:** Monday, November 12, 2018 12:49 PM

**To:** Chee, Lloyd <lchee@amazon.com>

**Cc:** Sullivan, Holly <hollyss@amazon.com>; McNinch, Sandi <SMcNinch@vedp.org>; R. Brian Ball <brian.ball@governor.virginia.gov>

**Subject:** Re: Execution of MOU

Secretary Ball and I have both signed

**Stephen Moret**

Direct: 804.545.5612 | Mobile: 804.801.6192

**From:** Lloyd Chee <lchee@amazon.com>

**Date:** Monday, November 12, 2018 at 11:42 AM

**To:** "Moret, Stephen" <Moret@vedp.org>

**Cc:** Holly Brown <hollyss@amazon.com>, "McNinch, Sandi" <SMcNinch@vedp.org>, "R. Brian Ball" <brian.ball@governor.virginia.gov>

**Subject:** RE: Execution of MOU

Thank you, Stephen. We'll arrange for that and will give you an email heads up when we're ready to do so.

**Lloyd A. Chee** | Corporate Counsel | Amazon.com

(206) 765-5937 | lchee@amazon.com

**From:** Moret, Stephen <Moret@vedp.org>

**Sent:** Monday, November 12, 2018 8:36 AM

**To:** Chee, Lloyd <lchee@amazon.com>

**Cc:** Sullivan, Holly <hollyss@amazon.com>; McNinch, Sandi <SMcNinch@vedp.org>; R. Brian Ball <brian.ball@governor.virginia.gov>

**Subject:** Re: Execution of MOU

Good morning, Lloyd,

That works for me as well as Secretary Ball (copied).

**Stephen Moret**

Direct: 804.545.5612 | Mobile: 804.801.6192

---

**From:** Lloyd Chee <lchee@amazon.com>  
**Date:** Sunday, November 11, 2018 at 9:52 PM  
**To:** "Moret, Stephen" <Moret@vedp.org>, "McNinch, Sandi" <SMcNinch@vedp.org>  
**Cc:** Holly Brown <hollyss@amazon.com>  
**Subject:** Execution of MOU

Stephen & Sandi,

Just looking ahead, for the execution of the MOU, would it be possible to use DocuSign and have all parties execute electronically? If so, we can initiate the DocuSign envelope on our end, which would enable us to execute quickly and efficiently, and all parties would promptly be delivered fully executed documents via email thereafter.

Thanks,

Lloyd

**Lloyd A. Chee** | Amazon.com  
Corporate Counsel

2021 7th Ave. | Seattle, WA 98121  
direct: (206) 765-5937

cell: (206) 849-4985

email: lchee@amazon.com

Work hard. Have fun. Make history

**amazon.com.**



Navarro, Angela <angela.navarro@governor.virginia.gov>

## Landing

Navarro, Angela <angela.navarro@governor.virginia.gov>  
To: mspotts@spottsfair.com

Mon, Nov 12, 2018 at 6:39 PM

Thanks! Remarks are attached.

On Mon, Nov 12, 2018 at 6:13 PM Meade Spotts <mspotts@spottsfair.com> wrote

Know you're juggling. Am across the river with the Amazon team. If/when you finish the Gov's remarks if you can shoot me a copy we'll make certain that Brian Husemans' comments mirrors Ralph's. Understand if it's a bridge too far tonight. Will be here for a while. My cell is 804 356 1245.

Sent from my Verizon, Samsung Galaxy smartphone.

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
angela.navarro@governor.virginia.gov

 Confidential - Governor Northam Remarks -- FINAL.docx  
23K

**Governor Northam Proposed Remarks  
Project Cooper Announcement**

Good morning, everyone. Thank you, Brian, for that kind introduction.

It is an honor to be with all of you today to make an historic economic development announcement for the Commonwealth of Virginia.

Earlier this year, Amazon announced that after receiving nearly 240 applications, Northern Virginia was selected as one of twenty locations the company was considering for a second headquarters.

We believe that Virginia has a tremendous amount to offer Amazon.

We have a robust workforce that includes one of the strongest pools of tech talent in the nation.

We have a premier higher education system that is recognized around the globe.

We have a stable and competitive business climate.

We are consistently ranked one of the best states for governance due to our fiscal stability and transparency.

And we are a leader in innovation across every corner of the Commonwealth. We're testing disruptive space technology at Wallops Flight Facility on the Eastern Shore, and doing life-saving cancer research in Richmond and Charlottesville. We are creating agricultural biotechnology tools in the Shenandoah Valley and Southside Virginia. And we are performing cutting-edge research on unmanned systems and autonomous vehicles in Southwest Virginia. We are dedicated to being on the leading edge of the next technology and innovation breakthrough.

That's why I am proud to announce today that Amazon has found its next home for innovation right here in our Commonwealth of Virginia. Amazon will invest approximately two point five billion dollars to establish a major new headquarters here, and plans to create at least twenty five thousand new jobs.

The new headquarters will be at National Landing, which includes portions of Pentagon City and Crystal City in Arlington, and Potomac Yard in Alexandria. In fact, the site where we're standing right now will transform from an empty warehouse into a significant component of Amazon's new headquarters.

Virginia's success on this project resulted in part from an unprecedented state, regional, and local partnership. I would like to thank Stephen Moret and his staff at the Virginia Economic Development Partnership, Brian Ball and the Commerce and Trade staff, Secretary of Finance Aubrey Layne, Secretary of Transportation Shannon Valentine, Secretary of Education Atif Qarni, and my Chief Workforce Advisor Megan Healy.

***Confidential Governor's Working Papers***

I want to thank the members of the General Assembly who serve on the Major Employment and Incentive Commission and their staff who worked diligently with us throughout this process and the representatives from Arlington County and the City of Alexandria who were instrumental partners on this project.

I also want to thank Maryland Governor Larry Hogan and Washington D.C. Mayor Muriel Bowser. We knew that if one of us won this project, we'd all win, and we enjoy a productive partnership with the greater region.

I believe that Virginia's proposal to Amazon represents a new model of economic development for the twenty first century. The vast majority of the Commonwealth's proposal is investments in our people and our infrastructure that will align with Amazon's long-term goals while supporting the growth and competitiveness of businesses across Virginia.

Like many other companies, Amazon grows its core businesses by attracting, developing, and retaining world-class talent.

We made this a focal point of the Commonwealth's investment and have crafted a comprehensive strategy to dramatically expand our tech talent pool.

In fact, the majority of our proposal includes investments to double Virginia's tech talent pipeline, with the goal of achieving twenty five thousand to thirty five thousand new graduates in computer science and related fields within two decades.

Building the tech talent pipeline starts with a public K-12 system that includes an integrated STEM and computer science curriculum for every student. Virginia led the nation by adopting computer science standards across the K-12 continuum. As part of this project, we will invest an additional twenty-five million dollars over two decades to provide ongoing professional development to teachers, develop new curriculum and resources, support summer and after-school programming, and implement work-based learning opportunities for students. We will also invest twenty-five million dollars over two decades to expand internship opportunities for college students studying computer science and related fields.

To expand our higher education programs, Virginia will establish a tech-talent investment fund through which both our community colleges and our universities will have access to funding for faculty recruitment, capital investment, and enrollment support to expand their technology-related bachelor's degree programs. These undergraduate programs in computer science, computer engineering, and other closely related fields will be located at institutions across the Commonwealth, and will serve to strengthen the tech-talent market in Virginia.

We will also invest in new master's degree programs at two institutions: Virginia Tech and George Mason University.

Virginia Tech will establish an Innovation Campus in Alexandria, just a couple of miles from Amazon's new headquarters. This campus will support graduate education, attract top-tier faculty, spark research and discovery, and strengthen the state's innovation economy. Within a

***Confidential Governor's Working Papers***

few years, the campus will boast seven hundred and fifty master's degrees annually, while engaging hundreds of PhD students and post-doctoral fellows in cutting-edge research.

George Mason University will launch a new Institute for Digital Innovation to drive research advances into new digital products and services. This will be located at Mason's Arlington campus. The new institute will house private-sector entities along with Mason's thriving research and graduate education programs in computing.

Roughly half of the employment at Amazon's new Northern Virginia headquarters is expected to be technology jobs, including software development engineering, artificial intelligence and machine learning, user interface design, and user experience design.

Virginia's enhanced focus on preparing our students for the jobs and the skills of the future directly aligns with Amazon's needs, and creates a pathway for success for our students.

In addition to higher education investments, Virginia's proposal to Amazon recognizes the need to minimize impacts on the region and includes investments in infrastructure that will improve mobility. The Commonwealth plans to invest two hundred and ninety five million dollars of non-general fund money in transportation projects that will benefit the National Landing site while strengthening the regional transportation system. Arlington County and the City of Alexandria are planning to invest in transportation projects to benefit the region.

In addition, the Virginia Housing Development Authority, Arlington County, the City of Alexandria, and a number of other private and local partners are planning significant investments in affordable and workforce housing. I am committed to ensuring that all Virginians experience economic growth, and this includes access to quality affordable housing.

While Virginia's proposal to Amazon primarily focused on new investments in public assets that would benefit companies and citizens across the Commonwealth, it also included a performance-based incentive offering, to be made only after the company has produced new, qualifying jobs. This incentive offering includes up to five hundred and fifty million dollars if Amazon creates twenty five thousand jobs and up to two hundred million dollars in additional incentives if it creates a total of thirty seven thousand eight hundred and fifty jobs. Because these incentive payments will be provided only after qualifying jobs are created each year, the incentives will generate net positive revenue for Virginia from day one and will produce a more than six-to-one return on incentives over the term of our performance agreement with Amazon. I can proudly say that Virginia's proposal represents good fiscal stewardship.

Amazon is already a tremendous partner to the Commonwealth of Virginia. With over eight thousand five hundred full time employees and twenty nine billion dollars already invested in the Commonwealth, the company's statewide footprint is significant.

Amazon's new investment in Virginia is going to pay dividends for the entire Commonwealth. My priority as Governor is to make sure every region of Virginia grows through better job opportunities and a robust economy that provides opportunities to live, work, and raise your family in the same place you grew up.



***Confidential Governor's Working Papers***

I'm proud of the work we've done so far, including announcing more than one billion dollars in new investment in rural Virginia, but we've got more work to do. This project will enable Virginia to provide needed investments in education and infrastructure that will help individuals and businesses across every corner of the Commonwealth.

The announcement today to embark on this new and significant partnership with Amazon will only build upon our legacy of collaboration with the company. Innovation is the lifeblood of our Commonwealth, and it is the driving force of Amazon's work. Together, we will think big, create a world-class model for public-private partnership, and test and implement the technological solutions that will drive Amazon, our communities, and the Commonwealth forward.

And now, I would like to welcome Brian Huseman, the Vice President of Public Policy from Amazon to the stage to deliver remarks.



Navarro, Angela <angela.navarro@governor.virginia.gov>

## Landing

Meade Spotts <mspotts@spottsfain.com>

Mon, Nov 12, 2018 at 6:44 PM

To: "Navarro, Angela" <angela.navarro@governor.virginia.gov>

Many thanks. Good luck on your end. Herding cats - lots of them.

Sent from my Verizon, Samsung Galaxy smartphone

----- Original message -----

From: "Navarro, Angela" <angela.navarro@governor.virginia.gov>

Date: 11/12/18 6:40 PM (GMT-05:00)

To: Meade Spotts <mspotts@spottsfain.com>

Subject: Re: Landing

Thanks! Remarks are attached.

On Mon, Nov 12, 2018 at 6:13 PM Meade Spotts <mspotts@spottsfain.com> wrote:

Know you're juggling. Am across the river with the Amazon team. If/when you finish the Gov's remarks if you can shoot me a copy we'll make certain that Brian Husemans' comments mirrors Ralph's. Understand if it's a bridge too far tonight. Will be here for a while. My cell is

Sent from my Verizon, Samsung Galaxy smartphone

--

Angela L. Navarro

Deputy Secretary of Commerce and Trade

Office of Governor Northam

1111 E. Broad St., Richmond, VA 23219 <[https://maps.google.com/?q=1111-E.+Broad+St.,+Richmond,+VA+23219+%0D%0A+\(804\)692-2512](https://maps.google.com/?q=1111-E.+Broad+St.,+Richmond,+VA+23219+%0D%0A+(804)692-2512)&entry=gmail&source=g>

(804) 692-2512

[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov) <<mailto:angela.navarro@governor.virginia.gov>>



Navarro, Angela <angela.navarro@governor.virginia.gov>

## lunch/parking

Navarro, Angela <angela.navarro@governor.virginia.gov>  
To: mspotts@spottsfair.com

Thu, Oct 25, 2018 at 10:53 AM

Meade,

Thanks so much for the invitation. I will be joining Secretary Ball, and he and I will plan to walk over from the VEDP board meeting.

Looking forward to seeing you shortly.

Best regards,

Angela

On Thu, Oct 25, 2018 at 10:37 AM Meade Spotts <mspotts@spottsfair.com> wrote:

Angela – understand you may be joining us for lunch and coming in from out of town. If needed, you can come directly to our office at 411 E. Franklin St. (same block as Penny Lane). There is a surface lot just across the street. Park there, tell them you're going to Spotts Fair and we'll stamp your parking voucher. Thanks - Meade

Meade A. Spotts

SPOTTS FAIR PC  
411 E. FRANKLIN STREET, SUITE 600  
RICHMOND, VA 23219  
(804) 697-2080

(804) 697-2180 FAX

MSPOTTS@SPOTTSFAIR.COM

Spotts Fair

VEDP UNIVERSITY BOARD

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
angela.navarro@governor.virginia.gov

## 2 attachments

image001.png  
4K

image001.png  
4K



Navarro, Angela <angela.navarro@governor.virginia.gov>

## Press Releases

Navarro, Angela <angela.navarro@governor.virginia.gov>

Mon, Nov 12, 2018 at 10:34 PM

To: adamsedo@amazon.com

Cc: Christina Winn <Cwinn@arlingtonva.us>, Stephen Moret <Moret@vadv.org>, Vhoskins@arlingtonva.us, hollyss@amazon.com

Thanks, Adam. We accepted your edits and made the changes. Please see the updated draft attached.

Best regards,

Angela

--

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)

 Project Cooper Release Draft -- 11.12.18.docx  
28K

## Governor Northam Announces Amazon Selects Virginia for Major New Corporate Headquarters

*~ Unprecedented state, local, and regional partnership lands project to result in at least 25,000 high-paying jobs ~*

**ARLINGTON**—Governor Ralph Northam today announced that Amazon, Inc. will invest approximately \$2.5 billion to establish a major new headquarters in Virginia that will create more than 25,000 high-paying jobs over 12 years. The headquarters will be housed in a collection of new and renovated buildings located in National Landing, which includes portions of Pentagon City and Crystal City in Arlington County, Virginia and Potomac Yard in the City of Alexandria, Virginia. Amazon's initial growth is expected to be focused in the Crystal City and Pentagon City portions of National Landing.

Virginia successfully secured the project through an unprecedented state, local, and regional partnership after a 14-month competitive site selection process during which Amazon received 238 proposals from communities across North America. The economic benefits of the Amazon project will be shared throughout the Commonwealth and are expected to result in more than \$3.2 billion in new state general fund revenues over the 20-year incentive term with Amazon, after accounting for direct company incentives. In addition to the 25,000 direct jobs Amazon will create, the Commonwealth estimates the creation of more than 22,000 permanent, direct, and indirect jobs in Virginia.

"This is a big win for Virginia—I'm proud Amazon recognizes the tremendous assets the Commonwealth has to offer and plans to deepen its roots here," **said Governor Northam**. "Virginia put together a proposal for Amazon that we believe represents a new model of economic development for the 21<sup>st</sup> century, and I'm excited to say that our innovative approach was successful. The majority of Virginia's partnership proposal consists of investments in our education and transportation infrastructure that will bolster the features that make Virginia so attractive: a strong and talented workforce, a stable and competitive business climate, and a world-class higher education system."

"We are looking forward to joining the community and are excited to be creating high-paying jobs in Arlington," **said Holly Sullivan, Amazon Director of WW Economic Development**. "We believe that northern Virginia is a great place for our teams to keep inventing on behalf of our customers."

"Amazon's selection of the Commonwealth for a major new headquarters is the result of tremendous state and local partnership, many years of fiscally responsible investments by our General Assembly, and collaboration with Virginia's neighbors in Washington, D.C. and Maryland," **said Secretary of Commerce and Trade Brian Ball**. "This project will spur economic growth, diversify our economy, and help us grow and retain our much sought-after tech talent."

## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

The Virginia Economic Development Partnership (VEDP) collaborated with Arlington County, the City of Alexandria, the General Assembly's Major Employment and Investment (MEI) Project Approval Commission, and hundreds of other local, regional, and state partners to secure the project for Virginia. Northern Virginia's proposal included four sites in the City of Alexandria, Arlington County, Fairfax County, and Loudoun County. National Landing, the winning location, was proposed as a joint partnership between the City of Alexandria and Arlington County.

"I'm grateful to Governor Northam and his cabinet, the General Assembly's MEI Commission and their staff, Virginia's university leaders, our amazing local partners, our talented colleagues at VEDP, and many other Virginians for all they have done to make this possible," **said VEDP President and CEO Stephen Moret.** "Virginia's biggest employment growth opportunity in the years ahead will be in tech – from artificial intelligence to cloud computing to cybersecurity, and everything in between. The tech-talent pipeline investments that Governor Northam and the General Assembly are launching will position communities across the Commonwealth for healthier, more diversified economic growth."

The foundation of the cooperative pitch for Amazon's headquarters is a statewide investment program to double the annual number of graduates with bachelor's and master's degrees in computer science and closely-related fields, ultimately yielding 25,000 to 35,000 additional graduates over the next two decades in excess of current levels. The Commonwealth of Virginia, Arlington County, and the City of Alexandria have also committed funding for transportation investments to support mobility in the region. In addition to investments that will broadly benefit Virginians, the Commonwealth offered post-performance incentives that will be paid only after the company has produced new, qualifying jobs, resulting in net positive state revenue on day one.

**As part of the Commonwealth's long-term incentive agreement with Amazon for the creation of at least 25,000 jobs, Virginia will:**

- Provide post-performance incentives to Amazon that will be paid annually based on job creation and wage levels, with minimum average wages of at least \$150,000. Subject to General Assembly approval, the company will be eligible to receive up to \$22,000 per job or up to \$550 million in incentives. Additional incentives would be available if Amazon creates more than 25,000 jobs; and
- Invest up to \$195 million of non-general fund money in transportation projects that will improve mobility in the region, including additional entrances to the Metro stations at Crystal City and Potomac Yard, improvements to Route 1, a connector bridge from Crystal City to Washington National Airport, and a transitway expansion supporting Pentagon City, Crystal City, and Potomac Yard. Additional funding would be available if Amazon creates more than 25,000 jobs.

**To support the growth of the technology sector across the Commonwealth, Virginia will:**



## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

- Make performance-based investments in bachelor's degree programs in computer science and related fields that will be distributed statewide based upon a negotiated agreement with each public university or community college that wishes to participate;
- Make performance-based investments of up to \$375 million over 20 years for new master's degree programs in computer science and related fields at George Mason's Arlington campus and for Virginia Tech to establish a new Innovation Campus in Alexandria, both of which are subject to a one-to-one match from the universities with philanthropic funds; and
- Invest \$50 million over 20 years in K-12 tech education and internship programming to connect higher ed students to tech jobs.

"Winning Amazon's major new headquarters is a significant accomplishment for Virginia and its technology sector," **said Senator Frank Ruff, current Chairman of the MEI Commission.** "The investments this project will bring to Virginia's education system to strengthen our tech-talent pipeline will position the tech sector across the Commonwealth for growth. I look forward to working with Amazon, Governor Northam, my colleagues in the General Assembly, and our local partners on this transformational project."

"I am pleased Amazon has chosen Virginia for a major headquarters," **said Delegate Chris Jones, Chairman of the Virginia House of Delegates Appropriations Committee.** "Strategic investments made in recent years to position Virginia as a business-friendly state have produced excellent results, and we look forward to investing further in our higher education system to catalyze growth in the tech sector. I am proud of the responsible agreement we negotiated for the Commonwealth, with incentives paid to the company only after new jobs are created that pay at least \$150,000 per year, plus benefits, and new revenues are received. I congratulate the many partners at the state, regional, and local level that worked together on this historic project, and I look forward to Amazon expanding its presence in the Commonwealth."

In addition to the Commonwealth's investments, Arlington County and the City of Alexandria plan to fund over \$570 million to date for transportation projects, including rail connections, transit facilities, multi-modal streets, and corridor connectivity serving the site. Arlington County and the City of Alexandria are also actively pursuing additional funding opportunities to advance investments in this corridor.

A review of available transportation services, facilities, and associated capacity indicate that the regional and local transit systems have significant unused capacity, even during peak travel periods. Amazon is expected to help fill that existing capacity, as they are a transit-focused employer, with most employees utilizing public transit, walking, biking, or carpooling each day.

Arlington County and the City of Alexandria have also committed to fund affordable housing, workforce housing, and public infrastructure, relying on revenues generated from Amazon's new presence in their communities. Combined, the communities project annual investments of more than \$15 million over the next decade, resulting in the creation and preservation of 2,500 to 3,000 units in and around the Crystal City, Pentagon City, and Columbia Pike areas and through

## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

the City of Alexandria. In addition, the Virginia Housing Development Authority will work with Arlington County and the City of Alexandria, and will provide an additional \$15 million per year for affordable and workforce housing.

"We are proud that Amazon has selected National Landing for a major new headquarters. This is, above all, a validation of our community's commitment to sustainability, transit-oriented development, affordable housing, and diversity," **said Arlington County Board Chair Katie Cristol**. "The strength of our workforce coupled with our proximity to the nation's capital makes us an attractive business location. But Arlington's real strength is the decades of planning that have produced one of the most vibrant, civically engaged communities in the world. Those plans have paved the way for this investment, and we look forward to engaging the Arlington community about Amazon's plans and how we can grow together."

"We in Alexandria could not be more excited and proud about the announcement that Amazon will call National Landing home," **said City of Alexandria Mayor Allison Silberberg**. "Throughout this process, we have worked with our colleagues in Arlington County to highlight the collective strengths of our communities – our workforce, education system, infrastructure, and unparalleled quality of life – all of which will be strengthened by this new investment from Amazon, the Commonwealth, and our localities. Alexandria is an exceptional place to live and work, and we welcome partners who are committed to our continued growth and prosperity. We are thrilled to be able to partner with Virginia Tech as they deliver a world-class innovation campus in the City's portion of National Landing over the coming years."

Amazon's new home at National Landing builds on the strength and history of an established community that has exciting growth potential, with over 12 million square feet of existing office space and more than 13,000 residential units. JBG SMITH controls over 8 million square feet of development within National Landing. Amazon intends to lease existing space and purchase land for development from JBG SMITH in Crystal City and Pentagon City in Arlington County, while the new Virginia Tech Innovation Campus is expected to be developed in the Alexandria portion of National Landing. Amazon's new headquarters and related investments are consistent with the adopted community growth plans for the National Landing area in both Arlington County and the City of Alexandria, which envision high-density, mixed-use, transit-oriented development.

"We are incredibly pleased to partner with Amazon on their new headquarters. Their selection of our region is a tremendous endorsement of the strength of the DC region and the promise of National Landing," **said JBG SMITH CEO, Matt Kelly**. "The announcement reflects a sustained and exhaustive effort by the JBG SMITH team and our partners in Arlington, Alexandria, and Virginia, whose collaborative approach were invaluable to producing this successful outcome. It validates our placemaking and repositioning strategy in National Landing and will accelerate our plans to revitalize the area in a dramatic way."

Amazon's existing presence in the Commonwealth is already substantial, including 8,500 full-time employees, and 28,000 small and medium-sized businesses that use the site as a platform for sales. Their operations in Virginia include six fulfillment and sort centers, three Prime Now hubs, six solar facilities, several large data centers, and the East Coast campus of Amazon Web

## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

Services. Since 2011, the company has invested over \$29 billion in Virginia, including cloud and customer fulfillment infrastructure as well as compensation to its teams.

For more information and the full text of Virginia's proposal to Amazon, click [HERE](#).

An announcement event will take place **TODAY, November 13, 2018 at 1:30 PM**. Media interested in attending must [RSVP HERE](#) by 11:30 AM. Credentialed media will receive a confirmation email with logistical details.



Navarro, Angela <angela.navarro@governor.virginia.gov>

## Press Releases

Sedo, Adam <adamsedo@amazon.com>

To: Christina Winn <Cwinn@arlingtonva.us>, "Moret, Stephen" <Moret@vedp.org>, Victor Hoskins <Vhoskins@arlingtonva.us>, "Navarro, Angela"

<angela.navarro@governor.virginia.gov>

Cc: "Sullivan, Holly" <hollyss@amazon.com>

Mon, Nov 12, 2018 at 10:18 PM

Team -

Here is a quote from Holly Sullivan for your release:

"We are looking forward to joining the community and are excited to be creating high-paying jobs in Arlington. We believe that Northern Virginia is a great place for our teams to keep inventing on behalf of our customers," said Holly Sullivan Amazon Public Policy.

Also, we are pending your economic impact numbers to include in our release and any modifications you want to suggest to the VA section. Thank you.

adam

From: Sedo, Adam

Sent: Monday, November 12, 2018 4:52 PM

To: 'Christina Winn' <Cwinn@arlingtonva.us>, Moret, Stephen <Moret@vedp.org>, Victor Hoskins <Vhoskins@arlingtonva.us>, Navarro, Angela <angela.navarro@governor.virginia.gov>

Cc: Sullivan, Holly <hollyss@amazon.com>

Subject: RE: Press Releases



Navarro, Angela <angela.navarro@governor.virginia.gov>

## Press Releases

Sedo, Adam <adamsedo@amazon.com>

Mon, Nov 12, 2018 at 7:52 PM

To: Christina Winn <Cwinn@arlingtonva.us>, "Moret, Stephen" <Moret@vedp.org>, Victor Hoskins <Vhoskins@arlingtonva.us>, "Navarro, Angela" <angela.navarro@governor.virginia.gov>

Cc: "Sullivan, Holly" <hollyss@amazon.com>

AS

Attached you will find our comments to your press releases. We are still working on our quote -- will send it later.

Also, I will come back to you on referring to more jobs than 25,000. We are still discussing as we would like to keep it easy, simple and comparable.

We are waiting for:

- Tax revenue numbers
- A new formula to differentiate Amazon's incentives and Commonwealth education investments

Thank you!

adam

-----Original Appointment-----

From: Christina Winn <Cwinn@arlingtonva.us>

Sent: Monday, November 12, 2018 11:30 AM

To: Christina Winn; Moret, Stephen; Sedo, Adam; Victor Hoskins; Navarro, Angela

Subject: Press Releases

When: Monday, November 12, 2018 3:30 PM-4:30 PM (UTC-05:00) Eastern Time (US & Canada)

Where: 877-903-2255, 5390194#

Adam -- not sure if wanted to invite anyone else from your team, please forward as needed

### 2 attachments

ARL ALX press release DRAFT v13 11 08 18- clean copy -- ALN edits + ALX (002)\_AS\_HS\_DP.docx  
105K

Project Cooper Release Draft -- 11.10.18 (004)\_AS.docx  
32K





DRAFT: CM WORKING PAPERS  
COPY/DO NOT DISTRIBUTE



FOR IMMEDIATE RELEASE: NOVEMBER DAY, 2018

FOR MORE INFORMATION:

Cara O'Donnell, 703-228-0854, [codonnell@arlingtonva.us](mailto:codonnell@arlingtonva.us)

Susan Haralson, 202-841-5454, [haralson@alexecon.org](mailto:haralson@alexecon.org)

**AMAZON SELECTS NORTHERN VIRGINIA'S NATIONAL LANDING SELETCED  
FOR MAJOR NEW AMAZON HEADQUARTERS**

- *Arlington/Alexandria joint site chosen from 238 proposals throughout North America*
- *Amazon will create more than 25,000 high paying jobs over ~~10-12~~ 12 years*
- *Represents unique multi-jurisdictional partnership and new regional approach to economic development*
- 
- *Virginia Tech will build new Innovation Campus*
- *Proposed partnership includes significant investments in housing and transportation*
- *~~Represents unique multi-jurisdictional partnership and new regional approach to economic development~~*

ARLINGTON and ALEXANDRIA, Va. – Amazon.com, Inc; ~~known as the “Earth’s most customer-centric company,”~~ announced this morning that it has chosen Arlington County to establish a major new headquarters. Arlington and the City of Alexandria, after working together for the last year in a unique and unprecedented regional partnership, are announcing that Amazon will locate in National Landing, a newly branded neighborhood encompassing parts of Pentagon City and Crystal City in Arlington and Potomac Yard in Alexandria. The Commonwealth’s announcement a announcement also includes news of a new partnership with Virginia Tech to develop a revolutionary Innovation Campus to fill demand for high-tech talent in National Landing and beyond.

“We are proud that Amazon has selected National Landing for ~~its a~~ major new headquarters. This is, above all, a validation of our community’s commitment to sustainability, transit-oriented development, affordable housing and diversity,” Arlington County Board Chair Katie Cristol said. “The strength of our workforce coupled with our proximity to the nation’s capital makes us an attractive business location. But Arlington’s real strength is the decades of planning that have produced one of the most vibrant, civically engaged communities in the world. Those plans have paved the way for this investment and we look forward to engaging the Arlington community about Amazon’s plans and how we can grow together.”

“We in Alexandria could not be more excited and proud for Amazon to call National Landing home,” said Alexandria Mayor Allison Silberberg. “Throughout this process, we have worked

**DRAFT: CM WORKING PAPERS  
DO NOT COPY/DO NOT DISTRIBUTE**

with our colleagues in Arlington to highlight the collective strengths of our communities – our workforce, education, infrastructure and our unparalleled quality of life – all of which will be strengthened by this new investment from Amazon, the Commonwealth and our localities. Alexandria is an exceptional place to live and work, and we welcome partners who are committed to our continued growth and prosperity. We are thrilled to be able to partner with Virginia Tech as they deliver a world-class innovation campus in Alexandria's portion of National Landing."

Amazon will invest ~~more than~~approximately \$2.5 billion to establish ~~its-a~~ new headquarters in National Landing, which will create ~~at least~~more than 25,000 high-wage-paying jobs ~~over-in~~ the next 122 years. The National Landing site, one of the National Capital Region's most accessible mixed-use communities, sits in the heart of an area recognized for having the most highly-educated workforce in the nation and is home to a growing number of companies and agencies contributing to the metro area's reputation as a technology hub of the East Coast. National Landing, as the name suggests, is situated adjacent to Reagan National Airport and across the Potomac River from Washington, D.C.

#### **Regional Collaborative Effort**

Today's announcement successfully concludes a 14-month process that inspired Northern Virginia localities to engage for the first time in a unique multi-jurisdictional partnership. This new regional approach to economic development allowed Arlington, Alexandria, Fairfax County and Loudoun County to present multiple sites to a company under the Northern Virginia brand, highlighting many shared regional assets like workforce, business climate and the innovation economy. This process was led by the Virginia Economic Development Partnership (VEDP) and its commitment to deliver a world-class proposal to Amazon.

"I'm grateful to Governor Northam and his cabinet, the General Assembly's Major Employment and Investment (MEI) Commission and their staff, Virginia's university leaders, our amazing local partners, our talented colleagues at VEDP, and many other Virginians for all they have done to make this possible," said VEDP President and CEO Stephen Moret. "Virginia's biggest employment growth opportunity in the years ahead will be in tech – from artificial intelligence to cloud computing to cybersecurity, and everything in between. The tech-talent pipeline investments that Governor Northam and the General Assembly are launching will position communities across the Commonwealth for healthier, more diversified economic growth."

Specifically for the National Landing proposal, Arlington and Alexandria partnered with property owner and developer JBG SMITH to present Amazon with a compelling 150-acre site – a mixture of existing vacant buildings and developable land – seamlessly connected by a robust transportation network, including three Metrorail stations and a commuter rail station, walking and biking paths. The National Landing proposal offers Amazon the opportunity to establish ~~its-a~~ major headquarters in a thriving, urban environment. The proposal to Amazon that was crafted by Arlington, Alexandria, JBG SMITH, VEDP, and others can be found online.

"We are incredibly pleased to partner with Amazon on their new headquarters," said JBG SMITH CEO, Matt Kelly. "Their selection of National Landing is a fantastic outcome for the



**DRAFT: CM WORKING PAPERS  
DO NOT COPY/DO NOT DISTRIBUTE**

entire region and reflects the close collaboration between the JBG SMITH team and our partners in Arlington, Alexandria and Virginia.”

Amazon’s new home at National Landing builds on the strength and history of an established community with nearly 12 million square feet of existing office space and more than 13,000 residential units that also has exciting growth potential. JBG SMITH owns 6.2 million square feet of existing office space and 2.4 million square feet of existing multifamily, and it will control 10.1 million square feet of Estimated Potential Density in National Landing, after adjusting for Amazon’s land purchase. Amazon’s initial development plans focus on JBG SMITH-owned properties in Crystal City and Pentagon City in Arlington County, while the new Virginia Tech Innovation Campus will be developed in the Alexandria portion of the National Landing site. Amazon’s new headquarters and related investments are generally consistent with the communities’ adopted growth plans for the National Landing area in both Arlington and Alexandria, which envision high-density, mixed-use, transit-oriented development.

#### **Innovation Campus**

In Alexandria’s portion of Potomac Yard, Virginia Tech and the Commonwealth intend to provide funding for an Innovation Campus near Amazon’s new headquarters to build a graduate campus in the southern portion of National Landing, specifically targeted at tech talent, that will benefit all companies in the Commonwealth. –The campus will house master’s and doctoral level programs that dovetail with the industry’s most pressing demands. Degree programs and research opportunities will focus on computer sciences and software engineering, while offering specializations in high-demand areas, including data sciences; analytics and collective decisions; security and the Internet of Things; and technology and policy. The campus will build on the growing innovation economy in Alexandria and Arlington, anchored by the United States Patent and Trademark Office, the National Science Foundation, the Defense Advanced Research Projects Agency and now private sector companies like Amazon.

“Launching the Innovation Campus is a watershed moment for Virginia Tech and a great day for the Commonwealth we are committed to serve,” Virginia Tech President Tim Sands said. “As Virginia’s land-grant institution, we stepped up to claim our role of driving economic development by leveraging our strengths in technology and engineering and building on our strong partnerships in Washington, D.C. The Innovation Campus will bring together the highest-caliber students, world-class faculty, smart ideas and forward-thinking companies.”

#### **Investments in the Community**

*K-12 and Higher Education:* As part of the Commonwealth’s increased investment in the tech-talent pipeline, Arlington and Alexandria public schools will have access to new resources related to computer science education, to be made available statewide. They include: ongoing professional development for current and future teachers; high-quality curriculum and related resources; summer and after-school programming for students; and meaningful career exposure and work-based learning opportunities in high-demand fields.

George Mason University’s Arlington campus will also grow, taking advantage of new performance-based investments for new master’s degree programs in computer science and related fields.



**DRAFT: CM WORKING PAPERS  
DO NOT COPY/DO NOT DISTRIBUTE**

*Transportation:* A review of available transportation services, facilities and associated capacity indicate that regional and local transit systems have significant unused capacity, even during peak travel periods. As a very transit-focused employer, Amazon is expected to help fill that existing capacity, with most employees utilizing public transit, walking, biking or carpooling each day.

To manage this planned growth, Arlington County and the City of Alexandria are investing \$570 million in transportation projects, including rail connections, transit facilities, multi-modal streets and transportation technology serving the site, all of which were planned as part of Board- and Council-approved long-term Capital Improvement Plans. Arlington and Alexandria are also actively pursuing additional funding opportunities to advance investments in this corridor.

To augment these local investments, the Commonwealth will invest ~~up over \$200 to \$295~~ million of non-general fund money in new or expanded transportation projects to improve mobility in the region, including an additional entrance to the Crystal City Metro station and a south entrance off of Potomac Avenue to the new Potomac Yard Metro station. Other projects include improvements to U.S. Route 1 in Arlington County, a pedestrian bridge from Crystal City to Reagan National Airport and a transitway expansion supporting Pentagon City, Crystal City and Potomac Yard in both Alexandria and Arlington.

*Housing:* Amazon's choice to locate in National Landing comes as the region is intensifying its efforts to increase housing capacity and making more investments in affordable housing. Arlington and Alexandria already have strong existing commitments to funding and supporting efforts to create, protect and preserve affordable and workforce housing. As part of this project announcement, both communities will fund affordable housing, workforce housing and public infrastructure, bolstered by revenues generated from Amazon's new presence in their communities. Combined, the communities project investment of at least \$150 million over the next decade, resulting in the creation and preservation of 2,000 to 2,400 affordable and workforce units in and around the Crystal City, Pentagon City and Columbia Pike areas and throughout Alexandria.

**Direct Investments:**

Arlington's proposed direct financial incentive to Amazon is an annual pay-for-performance grant tied to the company meeting office occupancy targets ~~over the initial 10-15 years with a value of approximately \$15 million. The grant performance period, the County estimates the grants will be up to \$15 worth a total of \$23 million.~~ The incentive comes from a percentage of the new incremental revenue generated by the County's Transient Occupancy Tax (TOT), which is a tax paid by tourists and business travelers on hotel rooms or other paid lodging.

~~Amazon may also be eligible for Arlington County's existing Technology Zone incentive which provides qualified technology companies at least a 50% reduction in the Business, Professional and Occupational License (BPOL) tax rate for up to 10 years. Companies must apply and be deemed eligible by the Arlington County office of the Commissioner of Revenue to receive the benefit.~~

**DRAFT: CM WORKING PAPERS  
DO NOT COPY/DO NOT DISTRIBUTE**

In addition to direct financial incentives, Arlington County also proposed using a portion of new incremental revenue generated by Amazon's arrival within the existing Tax Increment Financing (TIF) area to make strategic infrastructure investments in and around National Landing.

The Arlington County Board will vote on a final incentive agreement no earlier than February 2019 and will follow its regular public engagement and hearing process for development decisions.

In order to facilitate the development of Virginia Tech's Innovation Campus in National Landing, Alexandria has entered into a Memorandum of Understanding with the university in which the City agreed to work with Virginia Tech to structure a financial plan for development, potentially including local financial support, as well as providing expedited processing for planning and development approvals and permits. The Innovation Campus will be located in the Alexandria portion of National Landing on land owned by investment firm Blackstone Group L.P. real estate fund. The land is commonly referred to as Oakville Triangle and will be developed by Stonebridge Associates. The City will follow its well-established public engagement and hearing processes for any required planning and development decisions, and any other City commitments will be decided on by City Council, following established protocols for consideration and approval.

For more information and visual media resources, please visit.

<https://www.arlingtonva.us/amazon> and [www.alexandriava.gov/NationalLanding](http://www.alexandriava.gov/NationalLanding)

#### **Arlington Economic Development**

Arlington Economic Development (AED), part of Arlington County Government, is dedicated to the preservation and enhancement of an economically competitive and sustainable community, and the creation of exciting, diverse and amenity-rich places. AED provides visionary leadership and superior services to Arlington's business and arts community, its tourism industry and its real estate development. For more information, visit [ArlingtonEconomicDevelopment.com](http://ArlingtonEconomicDevelopment.com).

#### **Alexandria Economic Development Partnership**

The Alexandria Economic Development Partnership (AEDP) is a public-private partnership that works closely with the City of Alexandria management and elected officials to promote Alexandria as a premier location for businesses by capitalizing on its many assets, including multiple Metro stations, historical character and riverfront location to enhance the city's tax revenue and increase employment opportunities. For more information, visit [GrowALX.com](http://GrowALX.com).

###

*Arlington and Alexandria are world-class destinations and business-friendly communities known for a highly-educated workforce, fiscally responsible governments and diverse cultures. Located just across the Potomac River from the decision-making center of Washington, D.C., Arlington and Alexandria work jointly to provide the ideal environments for business, residents and visitors.*



## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

# Governor Northam Announces Amazon Selects Virginia for Major New Corporate Headquarters

*~ Unprecedented state, local, and regional partnership lands project to result in at least 25,000 high-paying jobs ~*

**ARLINGTON**—Governor Ralph Northam today announced that Amazon, Inc. will invest ~~more than~~ approximately \$2.5 billion to establish a major new headquarters in Virginia that will ~~produce at least~~ create more than 25,000 high-paying jobs ~~within over~~ 12 years. The headquarters will be housed in a collection of new and renovated buildings located in National Landing, which includes portions of Pentagon City and Crystal City in Arlington County, Virginia and Potomac Yard in the City of Alexandria, Virginia. Amazon's initial growth is expected to be focused in the Crystal City and Pentagon City portions of National Landing.

Virginia successfully secured the project through an unprecedented state, local, and regional partnership after a 14-month competitive site selection process during which Amazon received 238 proposals from communities across North America. The economic benefits of the Amazon project will be shared throughout the Commonwealth and are expected to result in more than \$1.2 billion in new state general fund revenues over the 20-year performance agreement with Amazon, after accounting for all related state obligations.

"This is a big win for Virginia—I'm proud Amazon recognizes the tremendous assets the Commonwealth has to offer and plans to deepen its roots here," **said Governor Northam**. "Virginia put together a proposal for Amazon that we believe represents a new model of economic development for the 21<sup>st</sup> century, and I'm excited to say that our innovative approach was successful. The majority of Virginia's partnership proposal consists of investments in our education and transportation infrastructure that will bolster the features that make Virginia so attractive: a strong and talented workforce, a stable and competitive business climate, and a world-class higher education system."

### [AMAZON QUOTE]

"Amazon's selection of the Commonwealth for a major new headquarters is the result of tremendous state and local partnership, many years of fiscally responsible investments by our General Assembly, and collaboration with Virginia's neighbors in Washington, D.C. and Maryland," **said Secretary of Commerce and Trade Brian Ball**. "This project will spur economic growth, diversify our economy, and help us grow and retain our much sought-after tech talent."

The Virginia Economic Development Partnership (VEDP) collaborated with Arlington County, the City of Alexandria, the General Assembly's Major Employment and Investment (MEI) Project Approval Commission, and hundreds of other local, regional, and state partners to secure the project for Virginia. Northern Virginia's proposal included four sites in the City of Alexandria, Arlington County, Fairfax County, and Loudoun County. National Landing, the

## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

winning location, was proposed as a joint partnership between the City of Alexandria and Arlington County.

"I'm grateful to Governor Northam and his cabinet, the General Assembly's MEI Commission and their staff, Virginia's university leaders, our amazing local partners, our talented colleagues at VEDP, and many other Virginians for all they have done to make this possible," said **VEDP President and CEO Stephen Moret**. "Virginia's biggest employment growth opportunity in the years ahead will be in tech – from artificial intelligence to cloud computing to cybersecurity, and everything in between. The tech-talent pipeline investments that Governor Northam and the General Assembly are launching will position communities across the Commonwealth for healthier, more diversified economic growth."

The foundation of the cooperative pitch for Amazon's headquarters is a statewide investment program to double the annual number of graduates with bachelor's and master's degrees in computer science and closely-related fields, ultimately yielding 25,000 to 35,000 additional graduates over the next two decades in excess of current levels. The Commonwealth of Virginia, Arlington County, and the City of Alexandria have also committed funding for transportation investments to support mobility in the region. In addition to investments that will broadly benefit Virginians, the Commonwealth offered post-performance incentives that will be paid only after the company has produced new, qualifying jobs, resulting in net positive state revenue on day one.

As part of the Commonwealth's proposal to Amazon, Virginia will:

- Make performance-based investments in bachelor's degree programs in computer science and related fields that will be distributed statewide based upon a negotiated agreement with each public university or community college that wishes to participate;
- Make performance-based investments of up to \$375 million over 20 years for new master's degree programs in computer science and related fields at George Mason's Arlington campus and for Virginia Tech to establish a new Innovation Campus in Alexandria, both of which are subject to a 1-to-1 match from the universities with philanthropic funds;
- Invest \$50 million over 20 years in K-12 tech education and internship programming to connect higher ed students to tech jobs;
- Invest ~~up to over~~ \$29500 million of non-general fund money in transportation projects that will improve mobility in the region, including additional entrances to the Metro stations at Crystal City and Potomac Yard, improvements to Route 1, a connector bridge from Crystal City to Washington National Airport, and a transitway expansion supporting Pentagon City, Crystal City, and Potomac Yard; and
- Provide post-performance incentives to Amazon that will be paid annually based on job creation and wage levels in the prior year, with minimum average wages of at least \$150,000. Subject to General Assembly approval, the company will be eligible to receive



## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

up to \$550 million in incentives if it creates 25,000 jobs and a maximum of \$750 million in cumulative incentives if it creates 37,850 jobs.

"I am thrilled that Amazon has chosen Virginia for its second headquarters," said Delegate Chris Jones, previous Chairman of the General Assembly's Major Employment & Investment (MEI) Commission. "Strategic investments made in recent years to position Virginia as a business-friendly state have paid off, and we look forward to investing further in our higher education system to catalyze growth in the tech sector. I congratulate the many partners at the state, regional, and local level that worked together on this historic project, and I look forward to Amazon's expanding presence in the Commonwealth."

"Winning Amazon's major new headquarters is a significant accomplishment for Virginia and its technology sector," said Senator Frank Ruff, current Chairman of the MEI Commission. "The investments this project will bring to Virginia's education system to strengthen our tech-talent pipeline will position the tech sector across the Commonwealth for growth. I look forward to working with Amazon, Governor Northam, my colleagues in the General Assembly, and our local partners on this transformational project."

In addition to the Commonwealth's investments, Arlington County and the City of Alexandria plan to fund over \$570 million to date for transportation projects, including rail connections, transit facilities, multi-modal streets, and corridor connectivity serving the site. Arlington County and the City of Alexandria are also actively pursuing additional funding opportunities to advance investments in this corridor.

A review of available transportation services, facilities, and associated capacity indicate that the regional and local transit systems have significant unused capacity, even during peak travel periods. Amazon is expected to help fill that existing capacity, as they are a very transit-focused employer, with most employees utilizing public transit, walking, biking, or carpooling each day.

Arlington County and the City of Alexandria have also committed to fund affordable housing, workforce housing, and public infrastructure, relying on revenues generated from Amazon's new presence in their communities. Combined, the communities project annual investments of more than \$15 million over the next decade, resulting in the creation and preservation of 2,500 to 3,000 units in and around the Crystal City, Pentagon City, and Columbia Pike areas and through the City of Alexandria. In addition, VHDA will work with Arlington County and the City of Alexandria, and will provide an additional \$15 million per year for affordable and workforce housing.

"We are proud that Amazon has selected National Landing for ~~its a~~ major new headquarters. This is, above all, a validation of our community's commitment to sustainability, transit-oriented development, affordable housing, and diversity," said **Arlington County Board Chair Katie Cristol**. "The strength of our workforce coupled with our proximity to the nation's capital makes us an attractive business location. But Arlington's real strength is the decades of planning that have produced one of the most vibrant, civically engaged communities in the world. Those plans have paved the way for this investment, and we look forward to engaging the Arlington community about Amazon's plans and how we can grow together."



## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

"We in Alexandria could not be more excited and proud about the announcement that Amazon will call National Landing home," said **City of Alexandria Mayor Allison Silberberg**.

"Throughout this process, we have worked with our colleagues in Arlington County to highlight the collective strengths of our communities – our workforce, education system, infrastructure, and unparalleled quality of life – all of which will be strengthened by this new investment from Amazon, the Commonwealth, and our localities. Alexandria is an exceptional place to live and work, and we welcome partners who are committed to our continued growth and prosperity. We are thrilled to be able to partner with Virginia Tech as they deliver a world-class innovation campus in the City's portion of National Landing over the coming years."

Amazon's new home at National Landing builds on the strength and history of an established community that has exciting growth potential, with over 12 million square feet of existing office space and more than 13,000 residential units. JBG SMITH controls over 8 million square feet of development within National Landing. Amazon intends to lease existing space and purchase land for development from JBG SMITH in Crystal City and Pentagon City in Arlington County, while the new Virginia Tech Innovation Campus is expected to be developed in the Alexandria portion of National Landing. Amazon's new headquarters and related investments are consistent with the adopted community growth plans for the National Landing area in both Arlington County and the City of Alexandria, which envision high-density, mixed-use, transit-oriented development.

"We are incredibly pleased to partner with Amazon on their new headquarters. Their selection of our region is a tremendous endorsement of the strength of the DC region and the promise of National Landing," said **JBG SMITH CEO, Matt Kelly**. "The announcement reflects a sustained and exhaustive effort by the JBG SMITH team and our partners in Arlington, Alexandria, and Virginia, whose collaborative approach were invaluable to producing this successful outcome. It validates our placemaking and repositioning strategy in National Landing and will accelerate our plans to revitalize the area in a dramatic way."

Amazon's existing presence in the Commonwealth is already substantial, including 8,500 full-time employees, and 28,000 small and medium-sized businesses that use the site as a platform for sales. Their operations in Virginia include six fulfillment and sort centers, three Prime Now hubs, six solar facilities, several large data centers, and the East Coast campus of Amazon Web Services. Since 2011, the company has invested over \$29 billion in Virginia, including cloud and customer fulfillment infrastructure as well as compensation to its teams.

For more information and the full text of Virginia's proposal to Amazon, click [HERE](#).

An announcement event will take place **TODAY, DATE at TIME**. Media interested in attending must [RSVP HERE](#) by **TIME**. Credentialed media will receive a confirmation email with logistical details.





Navarro, Angela <angela.navarro@governor.virginia.gov>

## Documents for Review

Fava, Andrea <afava@amazon.com>

To: "Navarro, Angela" <angela.navarro@governor.virginia.gov>, "Kerr, Jill" <jillkerr@amazon.com>

Mon, Nov 12, 2018 at 6:00 PM

Thanks, Angela. Here is Brian's bio and list of folks from our team who will attend.

Brian Huseman is Vice President of Public Policy at Amazon. Brian joined Amazon in May 2012 from Intel Corporation. Prior to Intel, Brian worked at the Federal Trade Commission, where he served as Chief of Staff to Chairman Deborah Platt Majoras, as an advisor to Chairman Tim Muris, and as an attorney in the Bureau of Consumer Protection leading technology policy and enforcement actions. Brian joined the FTC from the US Department of Justice's Criminal Division where he was a prosecutor in the Organized Crime and Racketeering Division and a Special Assistant U.S. Attorney in the Eastern District of Virginia. He also served as a judicial law clerk to Judge Sven Erik Holmes of the U.S. District Court for the Northern District of Oklahoma and to the late Chief Judge Henry A. Politz of the U.S. Fifth Circuit Court of Appeals. Brian also serves as Chair of the Internet Association's Board of Directors, Co-Chair of the US Chamber of Commerce's Global Connect Committee, and is on the Executive Committee of the Information Technology Industry Council. He has a law degree and a B.A. degree in political science.

Brian Huseman, Vice President, Public Policy

Andrea Fava, Director, State and Local Public Policy

Stephen Hartell, Director, Federal Public Policy

Brian Moore, Manager, State and Local Public Policy

Jill Kerr, Manager, Policy Communications

Meade Spotts, Shareholder, Spotts Fain

From: Navarro, Angela (mailto:angela.navarro@governor.virginia.gov)

Sent: Monday, November 12, 2018 5:56 PM

To: Fava, Andrea <afava@amazon.com>, Kerr, Jill <jillkerr@amazon.com>

Subject: Documents for Review

Andrea and Jill,

Please see the attached documents you requested. I'm also attaching a copy of the Governor's remarks.

Here are the General Assembly members for the call list:

1. Senator Tommy Norment
2. Senator Emmett Hanger
3. Senator Frank Ruff (Chair of MEI)
4. Speaker Kirk Cox
5. Delegate Chris Jones
6. Delegate Nick Rush (Vice Chair of MEI)

A few additional legislators that I may add as a secondary call list are:

1. Senator Bill Carrico
2. Delegate Bobby Orrick

Best regards,

Angela

--

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
angela.navarro@governor.virginia.gov



Navarro, Angela <angela.navarro@governor.virginia.gov>

## Documents for Review

Navarro, Angela <angela.navarro@governor.virginia.gov>  
To: "Fava, Andrea" <afava@amazon.com>  
Cc: jillkerr@amazon.com

Mon, Nov 12, 2018 at 6:10 PM

Yes, we would like to get that list here tomorrow and we would arrange travel for them.

On Mon, Nov 12, 2018 at 6:07 PM Fava, Andrea <afava@amazon.com> wrote:

Are you planning to have all folks on call list here tomorrow and need to arrange travel?

From: Navarro, Angela (mailto:angela.navarro@governor.virginia.gov)  
Sent: Monday, November 12, 2018 5:57 PM  
To: Fava, Andrea <afava@amazon.com>; Kerr, Jill <jillkerr@amazon.com>  
Subject: Re: Documents for Review

I sent without adding but Delegate Orrock's number is

On Mon, Nov 12, 2018 at 5:55 PM Navarro, Angela <angela.navarro@governor.virginia.gov> wrote:

Andrea and Jill,

Please see the attached documents you requested. I'm also attaching a copy of the Governor's remarks

Here are the General Assembly members for the call list:

- 1 Senator Tommy Norment;
- 2 Senator Emmett Hanger
- 3 Senator Frank Ruff (Chair of MEI)
- 4 Speaker Kirk Cox;
- 5 Delegate Chrs Jones
- 6 Delegate Nick Rush (Vice-Chair of MEI)

A few additional legislators that I may add as a secondary call list are

- 1 Senator Bill Carrico
- 2 Delegate Bobby Orrock

Best regards,

Angela

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
angela.navarro@governor.virginia.gov

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
angela.navarro@governor.virginia.gov

--  
Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 F. Broad St., Richmond, VA 23219  
(804) 692-2512  
[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)

---

## Documents for Review

---

**Fava, Andrea** <afava@amazon.com>

Mon, Nov 12, 2018 at 8:59 PM

To: "Navarro, Angela" <angela.navarro@governor.virginia.gov>, "Kerr, Jill" <jillkerr@amazon.com>

Cc: "Moore, Brian" <brsmoore@amazon.com>

Hi,

Minor edits to Governor's remarks attached. Both consistent with what we discussed on call this afternoon re the press release.

Note to you that the incentives summary in the briefing document does not reflect the final agreement. I'll leave to you/Stephen to update if needed but wanted to ensure I flagged so it's not floating around.

I'm nudging the PR team.

A

**From:** Navarro, Angela [mailto:[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)]

**Sent:** Monday, November 12, 2018 5:56 PM

**To:** Fava, Andrea <afava@amazon.com>; Kerr, Jill <jillkerr@amazon.com>

**Subject:** Documents for Review

Andrea and Jill,

Please see the attached documents you requested. I'm also attaching a copy of the Governor's remarks.

Here are the General Assembly members for the call list:

1. Senator Tommy Norment:
2. Senator Emmett Hanger:
3. Senator Frank Ruff (Chair of MEI):
4. Speaker Kirk Cox:
5. Delegate Chris Jones:

6. Delegate Nick Rush (Vice-Chair of MEI):

A few additional legislators that I may add as a secondary call list are

1. Senator Bill Carrico:
2. Delegate Bobby Orrrock:

Best regards,

Angela

--

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)



**Confidential - Governor Northam Remarks -- FINAL+.docx**  
26K

**Governor Northam Proposed Remarks  
Project Cooper Announcement**

Good morning, everyone. Thank you, Brian, for that kind introduction.

It is an honor to be with all of you today to make an historic economic development announcement for the Commonwealth of Virginia.

Earlier this year, Amazon announced that after receiving nearly 240 applications, Northern Virginia was selected as one of twenty locations the company was considering for a second headquarters.

We believe that Virginia has a tremendous amount to offer Amazon.

We have a robust workforce that includes one of the strongest pools of tech talent in the nation.

We have a premier higher education system that is recognized around the globe.

We have a stable and competitive business climate.

We are consistently ranked one of the best states for governance due to our fiscal stability and transparency.

And we are a leader in innovation across every corner of the Commonwealth. We're testing disruptive space technology at Wallops Flight Facility on the Eastern Shore, and doing life-saving cancer research in Richmond and Charlottesville. We are creating agricultural biotechnology tools in the Shenandoah Valley and Southside Virginia. And we are performing cutting-edge research on unmanned systems and autonomous vehicles in Southwest Virginia. We are dedicated to being on the leading edge of the next technology and innovation breakthrough.

That's why I am proud to announce today that Amazon has found its next home for innovation right here in our Commonwealth of Virginia. Amazon will invest approximately two point five billion dollars to establish a major new headquarters here, and plans to create at least twenty five thousand new jobs.

The new headquarters will be at National Landing, which includes portions of Pentagon City and Crystal City in Arlington, and Potomac Yard in Alexandria. In fact, the site where we're standing right now will transform from an empty warehouse into a significant component of Amazon's new headquarters.

Virginia's success on this project resulted in part from an unprecedented state, regional, and local partnership. I would like to thank Stephen Moret and his staff at the Virginia Economic Development Partnership, Brian Ball and the Commerce and Trade staff, Secretary of Finance Aubrey Layne, Secretary of Transportation Shannon Valentine, Secretary of Education Atif Qarni, and my Chief Workforce Advisor Megan Healy.



***Confidential Governor's Working Papers***

I want to thank the members of the General Assembly who serve on the Major Employment and Incentive Commission and their staff who worked diligently with us throughout this process and the representatives from Arlington County and the City of Alexandria who were instrumental partners on this project.

I also want to thank Maryland Governor Larry Hogan and Washington D.C. Mayor Muriel Bowser. We knew that if one of us won this project, we'd all win, and we enjoy a productive partnership with the greater region.

I believe that Virginia's proposal to Amazon represents a new model of economic development for the twenty first century. The vast majority of the Commonwealth's proposal is investments in our people and our infrastructure that will align with Amazon's long-term goals while supporting the growth and competitiveness of businesses across Virginia.

Like many other companies, Amazon grows its core businesses by attracting, developing, and retaining world-class talent.

We made this a focal point of the Commonwealth's investment and have crafted a comprehensive strategy to dramatically expand our tech talent pool.

~~In fact, the majority of our proposal includes~~ We will make investments to double Virginia's tech talent pipeline, with the goal of achieving twenty five thousand to thirty five thousand new graduates in computer science and related fields within two decades.

Building the tech talent pipeline starts with a public K-12 system that includes an integrated STEM and computer science curriculum for every student. Virginia led the nation by adopting computer science standards across the K-12 continuum. As part of this project, we will invest an additional twenty-five million dollars over two decades to provide ongoing professional development to teachers, develop new curriculum and resources, support summer and after-school programming, and implement work-based learning opportunities for students. We will also invest twenty-five million dollars over two decades to expand internship opportunities for college students studying computer science and related fields.

To expand our higher education programs, Virginia will establish a tech-talent investment fund through which both our community colleges and our universities will have access to funding for faculty recruitment, capital investment, and enrollment support to expand their technology-related bachelor's degree programs. These undergraduate programs in computer science, computer engineering, and other closely related fields will be located at institutions across the Commonwealth, and will serve to strengthen the tech-talent market in Virginia.

We will also invest in new master's degree programs at two institutions: Virginia Tech and George Mason University.

Virginia Tech will establish an Innovation Campus in Alexandria, just a couple of miles from Amazon's new headquarters. This campus will support graduate education, attract top-tier faculty, spark research and discovery, and strengthen the state's innovation economy. Within a



*Confidential Governor's Working Papers*

few years, the campus will boast seven hundred and fifty master's degrees annually, while engaging hundreds of PhD students and post-doctoral fellows in cutting-edge research.

George Mason University will launch a new Institute for Digital Innovation to drive research advances into new digital products and services. This will be located at Mason's Arlington campus. The new institute will house private-sector entities along with Mason's thriving research and graduate education programs in computing.

Roughly half of the employment at Amazon's new Northern Virginia headquarters is expected to be technology jobs, including software development engineering, artificial intelligence and machine learning, user interface design, and user experience design.

Virginia's enhanced focus on preparing our students for the jobs and the skills of the future directly aligns with Amazon's needs, and creates a pathway for success for our students.

~~In addition to higher education investments,~~ Virginia's proposal to Amazon recognizes the need to minimize impacts on the region and includes investments in infrastructure that will improve mobility. The Commonwealth plans to invest ~~over~~ two hundred ~~and ninety five~~ million dollars of non-general fund money in transportation projects that will benefit the National Landing site while strengthening the regional transportation system. Arlington County and the City of Alexandria are planning to invest in transportation projects to benefit the region.

In addition, the Virginia Housing Development Authority, Arlington County, the City of Alexandria, and a number of other private and local partners are planning significant investments in affordable and workforce housing. I am committed to ensuring that all Virginians experience economic growth, and this includes access to quality affordable housing.

While Virginia's proposal to Amazon primarily focused on new investments in public assets that would benefit companies and citizens across the Commonwealth, it also included a performance-based incentive offering, to be made only after the company has produced new, qualifying jobs. This incentive offering includes up to five hundred and fifty million dollars if Amazon creates twenty five thousand jobs and up to two hundred million dollars in additional incentives if it creates a total of thirty seven thousand eight hundred and fifty jobs. Because these incentive payments will be provided only after qualifying jobs are created each year, the incentives will generate net positive revenue for Virginia from day one and will produce a more than six-to-one return on incentives over the term of our performance agreement with Amazon. I can proudly say that Virginia's proposal represents good fiscal stewardship.

Amazon is already a tremendous partner to the Commonwealth of Virginia. With over eight thousand five hundred full time employees and twenty nine billion dollars already invested in the Commonwealth, the company's statewide footprint is significant.

Amazon's new investment in Virginia is going to pay dividends for the entire Commonwealth. My priority as Governor is to make sure every region of Virginia grows through better job opportunities and a robust economy that provides opportunities to live, work, and raise your family in the same place you grew up.

***Confidential Governor's Working Papers***

I'm proud of the work we've done so far, including announcing more than one billion dollars in new investment in rural Virginia, but we've got more work to do. This project will enable Virginia to provide needed investments in education and infrastructure that will help individuals and businesses across every corner of the Commonwealth.

The announcement today to embark on this new and significant partnership with Amazon will only build upon our legacy of collaboration with the company. Innovation is the lifeblood of our Commonwealth, and it is the driving force of Amazon's work. Together, we will think big, create a world-class model for public-private partnership, and test and implement the technological solutions that will drive Amazon, our communities, and the Commonwealth forward.

And now, I would like to welcome Brian Huseman, the Vice President of Public Policy from Amazon to the stage to deliver remarks.



Navarro, Angela <angela.navarro@governor.virginia.gov>

## Documents for Review

Navarro, Angela <angela.navarro@governor.virginia.gov>  
To: "Fava, Andrea" <afava@amazon.com>, jiliker@amazon.com

Mon, Nov 12, 2018 at 5:56 PM

I sent without adding, but Delegate Orrock's number is

On Mon, Nov 12, 2018 at 5:55 PM Navarro, Angela <angela.navarro@governor.virginia.gov> wrote:

Andrea and Jill,

Please see the attached documents you requested. I'm also attaching a copy of the Governor's remarks

Here are the General Assembly members for the call list:

- 1 Senator Tommy Norment
- 2 Senator Emmett Hanger
- 3 Senator Frank Ruff (Chair of MEI)
- 4 Speaker Kirk Cox
- 5 Delegate Chris Jones
- 6 Delegate Nick Rush (Vice-Chair of MEI)

A few additional legislators that I may add as a secondary call list are

- 1 Senator Bill Carrico
- 2 Delegate Bobby Orrock

Best regards,

Angela

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
angela.navarro@governor.virginia.gov

Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
angela.navarro@governor.virginia.gov

## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

### Event Briefing Information

(Carrie Henderson Caumont, 804-837-4762 cell; 804-692-0139 office)

<b>Event:</b>	Amazon Headquarters Announcement
<b>Day/Date:</b>	Tuesday, November 13, 2018
<b>Event Time:</b>	1:30 pm -- 2:15 pm
<b>RSNTime:</b>	1:30 pm -- 2:15 pm
<b>Attire:</b>	Business
<b>Location:</b>	525 15 <sup>th</sup> Street South Arlington, Virginia 22202 <i>See map below for instructions to parking area</i>
<b>Local/Onsite Contact:</b>	Angela Navarro – Cell: 352-262-8201

---

<b># People Attending:</b>	250+
<b>Elected Officials Attending:</b>	See attached list of expected attendees
<b>Staff Attending:</b>	Brian Ball, Secretary of Commerce and Trade Aubrey Layne, Secretary of Finance Shannon Valentine, Secretary of Transportation Atif Qarni, Secretary of Education Megan Healy, Chief Workforce Advisor Angela Navarro, Deputy Secretary of Commerce and Trade Cass Rasnick, Deputy Secretary of Commerce and Trade Robby Demeria, Deputy Secretary of Commerce and Trade Turner Widgen, Special Assistant to the Secretary of Commerce and Trade
<b>Staff Assigned to RSN:</b>	<i>(scheduling office staff will add this info)</i>
<b>Press:</b>	Open to press

---

<b>Event set-up:</b>	The event will take place in a warehouse located on a site that will comprise a portion of Amazon's headquarters. There will be a stage with rows of seats located in front of the stage. YOU will be seated in the first row of seats, and YOU will enter the stage after Secretary Brian Ball
----------------------	---



## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

introduces you. The stage will have a podium with a microphone and teleprompter.

YOU will deliver your remarks from the teleprompter, introduce XXX from Amazon, exit the stage, and return to your seat.

**RSN Role:** Deliver keynote remarks

**RSN Talking Points:** Remarks will be loaded onto a teleprompter

<b>Event Program:</b>	1:25 PM	YOU arrive and are escorted to your seat
	1:30 PM	Secretary Brian Ball delivers introductory remarks and introduces you
	1:33 PM	YOU deliver keynote remarks and introduce Brian Huseman from Amazon
	1:45 PM	Brian Huseman from Amazon delivers remarks and introduces Katie Cristol from Arlington County
	1:50 PM	Katie Cristol, Chair of the Arlington County Board of Supervisors delivers remarks and introduces Allison Silberberg from Alexandria
	1:54 PM	Allison Silberberg, Mayor of Alexandria, delivers remarks and introduces State Senator Frank Ruff
	1:58 PM	State Senator Frank Ruff delivers remarks and introduces Delegate Chris Jones
	2:02 PM	Delegate Chris Jones delivers remarks and introduces Matt Kelly of JBG SMITH
	2:06 PM	Matt Kelly, CEO of JBG SMITH, delivers closing remarks
	2:10 PM	Event concludes and you exit the facility to attend a catered lunch with the speakers, legislators, and college presidents (details provided in separate briefing)

## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

RSN Introduced by: Brian Ball, Secretary of Commerce and Trade

---

### Additional information on the event:

#### Overview of the Amazon Project:

- Amazon will locate a significant new headquarters in Virginia, creating at least 25,000 new jobs with the expectation to grow to 37,850 jobs by year 15.
- These are good, high-paying jobs with a minimum average compensation of at least \$150,000, plus benefits, escalated at 1.5% annually.
- The company will invest a minimum of \$2 billion for its new headquarters.
- The new headquarters will be located in National Landing, which includes portions of Pentagon City and Crystal City in Arlington and Potomac Yards in Alexandria.
- The project will produce \$1.2 billion in general fund revenue after accounting for all related state obligations, including Amazon's incentives, investments in higher ed, and K-12 obligations from increased enrollment in northern Virginia.

#### The Specifics of Virginia's Proposal to Amazon:

- **Higher Education:**
  - The investments in higher education will double the tech talent pipeline, producing 25,000 to 35,000 new graduates in computer science and computer engineering over 20 years, with a 50/50 split between bachelor's and master's degrees.
    - Master's: \$375 million for Virginia Tech (Alexandria campus) and George Mason (Arlington campus)
    - Bachelor's: Funding will be distributed based upon a negotiated instrument with each public university or community college that wishes to participate.
- **K-12 and Internship Programming:**
  - The investments will include \$25 million to expand the K-12 STEM and computer science experience for students and teachers and \$25 million to expand tech internship opportunities for higher education students.
- **Transportation:**
  - Virginia has committed up to \$295 million in non-general fund money for transportation projects to improve mobility in the region, including improvements to Route 1, additional entrances to the Metro stations at Crystal City and Potomac Yard, a connector bridge from Crystal City to Washington National Airport, and a transitway expansion supporting Pentagon City, Crystal City, and Potomac Yard.
- **Post-Performance Incentives:**
  - **Phase I:** Post-performance incentive of 2% of payroll annually until 25,000 jobs or year 15 (whichever is first)
    - The maximum cumulative payment for this phase is **\$550 million**

## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

- **Phase II:** Post-performance incentive payment to achieve cumulative incentive value of \$19,815 per job at 37,850 jobs
  - The maximum cumulative payment for this phase is **\$200 million**
- The maximum total incentive payments to the Company including both phases is **\$750 million**.

### Bio Information on Speakers:



**Katie Cristol, Chair of the Arlington County Board of Supervisors**

Arlington County Board Member Katie Cristol is a community advocate and public policy professional. She was elected to the Board in November 2015. Regionally, Ms. Cristol represents Arlington as the Secretary Treasurer of the Northern Virginia Transportation Commission, and serves as Chair of the Legislative Committee.

Ms. Cristol is an education policy advisor, partnering with district, states and nonprofits across the U.S. on strategic planning, resource allocation and community engagement.

She holds a public policy master's degree from Princeton University, a bachelor's degree from the University of Virginia, and is a 2012 graduate of Arlington Neighborhood College.



**Allison Silberberg, Mayor of Alexandria**

Allison is the Mayor of Alexandria, Virginia. She is a writer and lifelong advocate for social justice issues. She has served as Mayor since January 1, 2016. Prior to serving as Mayor, Allison served as the Vice Mayor of Alexandria. From 2004 to 2012, Allison was appointed to Alexandria's Economic Opportunities Commission (EOC), which serves as an advocate for the city's most vulnerable.



**State Senator Frank Ruff**

Senator Frank Ruff was elected to serve in the Virginia Senate in November 2000 to fill the unexpired term of the late Richard Holland. Prior to Frank's election to the Virginia Senate, he served in the Virginia House of Delegates since first elected in 1993.



## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

The 15th Senate District includes all of the counties of Charlotte, Lunenburg, Mecklenburg, and Nottoway, as well as parts of the counties of Brunswick, Campbell, Dinwiddie, Halifax, Pittsylvania, and Prince George, and part of the City of Danville.



**Delegate Chris Jones**

In 1997, Chris was elected to the Virginia House of Delegates by the residents of the 76th District. In Richmond, Chris serves on three Standing Committees in the House of Delegates, Privileges and Elections (since 1998), Appropriations (since 2002), and Rules (since 2012). In 2014, Chris was tapped as Chairman of the House Appropriations committee. He previously served as the chair of the MEI Commission and is a current member of the Commission.



**Matt Kelly, CEO of JBG SMITH**

Mr. Kelly is currently serving as the JBG SMITH Chief Executive Officer. He previously served as a Managing Partner and a member of JBG's Executive Committee and Investment Committee. He previously was co-head of the firm's Investments Group and was primarily responsible for JBG's investment strategy and the investment and acquisition activity of the JBG Investment Funds. Prior to joining the JBG Companies in 2004, he was a co-founder of ODAC Inc., a media software company, and worked in private equity and investment banking with Thomas H. Lee Partners in Boston and Goldman Sachs, & Co in New York. Mr. Kelly holds a B.A. with honors from Dartmouth College and an M.B.A. from Harvard Business School.

**Governor Northam Proposed Remarks  
Project Cooper Announcement**

Good morning, everyone. Thank you, Brian, for that kind introduction.

It is an honor to be with all of you today to make an historic economic development announcement for the Commonwealth of Virginia.

Earlier this year, Amazon announced that after receiving nearly 240 applications, Northern Virginia was selected as one of twenty locations the company was considering for a second headquarters.

We believe that Virginia has a tremendous amount to offer Amazon.

We have a robust workforce that includes one of the strongest pools of tech talent in the nation.

We have a premier higher education system that is recognized around the globe.

We have a stable and competitive business climate.

We are consistently ranked one of the best states for governance due to our fiscal stability and transparency.

And we are a leader in innovation across every corner of the Commonwealth. We're testing disruptive space technology at Wallops Flight Facility on the Eastern Shore, and doing life-saving cancer research in Richmond and Charlottesville. We are creating agricultural biotechnology tools in the Shenandoah Valley and Southside Virginia. And we are performing cutting-edge research on unmanned systems and autonomous vehicles in Southwest Virginia. We are dedicated to being on the leading edge of the next technology and innovation breakthrough.

That's why I am proud to announce today that Amazon has found its next home for innovation right here in our Commonwealth of Virginia. Amazon will invest approximately two point five billion dollars to establish a major new headquarters here, and plans to create at least twenty five thousand new jobs.

The new headquarters will be at National Landing, which includes portions of Pentagon City and Crystal City in Arlington, and Potomac Yard in Alexandria. In fact, the site where we're standing right now will transform from an empty warehouse into a significant component of Amazon's new headquarters.

Virginia's success on this project resulted in part from an unprecedented state, regional, and local partnership. I would like to thank Stephen Moret and his staff at the Virginia Economic Development Partnership, Brian Ball and the Commerce and Trade staff, Secretary of Finance Aubrey Layne, Secretary of Transportation Shannon Valentine, Secretary of Education Atif Qarni, and my Chief Workforce Advisor Megan Healy.

***Confidential Governor's Working Papers***

I want to thank the members of the General Assembly who serve on the Major Employment and Incentive Commission and their staff who worked diligently with us throughout this process and the representatives from Arlington County and the City of Alexandria who were instrumental partners on this project.

I also want to thank Maryland Governor Larry Hogan and Washington D.C. Mayor Muriel Bowser. We knew that if one of us won this project, we'd all win, and we enjoy a productive partnership with the greater region.

I believe that Virginia's proposal to Amazon represents a new model of economic development for the twenty first century. The vast majority of the Commonwealth's proposal is investments in our people and our infrastructure that will align with Amazon's long-term goals while supporting the growth and competitiveness of businesses across Virginia.

Like many other companies, Amazon grows its core businesses by attracting, developing, and retaining world-class talent.

We made this a focal point of the Commonwealth's investment and have crafted a comprehensive strategy to dramatically expand our tech talent pool.

In fact, the majority of our proposal includes investments to double Virginia's tech talent pipeline, with the goal of achieving twenty five thousand to thirty five thousand new graduates in computer science and related fields within two decades.

Building the tech talent pipeline starts with a public K-12 system that includes an integrated STEM and computer science curriculum for every student. Virginia led the nation by adopting computer science standards across the K-12 continuum. As part of this project, we will invest an additional twenty-five million dollars over two decades to provide ongoing professional development to teachers, develop new curriculum and resources, support summer and after-school programming, and implement work-based learning opportunities for students. We will also invest twenty-five million dollars over two decades to expand internship opportunities for college students studying computer science and related fields.

To expand our higher education programs, Virginia will establish a tech-talent investment fund through which both our community colleges and our universities will have access to funding for faculty recruitment, capital investment, and enrollment support to expand their technology-related bachelor's degree programs. These undergraduate programs in computer science, computer engineering, and other closely related fields will be located at institutions across the Commonwealth, and will serve to strengthen the tech-talent market in Virginia.

We will also invest in new master's degree programs at two institutions: Virginia Tech and George Mason University.

Virginia Tech will establish an Innovation Campus in Alexandria, just a couple of miles from Amazon's new headquarters. This campus will support graduate education, attract top-tier faculty, spark research and discovery, and strengthen the state's innovation economy. Within a

***Confidential Governor's Working Papers***

few years, the campus will boast seven hundred and fifty master's degrees annually, while engaging hundreds of PhD students and post-doctoral fellows in cutting-edge research.

George Mason University will launch a new Institute for Digital Innovation to drive research advances into new digital products and services. This will be located at Mason's Arlington campus. The new institute will house private-sector entities along with Mason's thriving research and graduate education programs in computing.

Roughly half of the employment at Amazon's new Northern Virginia headquarters is expected to be technology jobs, including software development engineering, artificial intelligence and machine learning, user interface design, and user experience design.

Virginia's enhanced focus on preparing our students for the jobs and the skills of the future directly aligns with Amazon's needs, and creates a pathway for success for our students.

In addition to higher education investments, Virginia's proposal to Amazon recognizes the need to minimize impacts on the region and includes investments in infrastructure that will improve mobility. The Commonwealth plans to invest two hundred and ninety five million dollars of non-general fund money in transportation projects that will benefit the National Landing site while strengthening the regional transportation system. Arlington County and the City of Alexandria are planning to invest in transportation projects to benefit the region.

In addition, the Virginia Housing Development Authority, Arlington County, the City of Alexandria, and a number of other private and local partners are planning significant investments in affordable and workforce housing. I am committed to ensuring that all Virginians experience economic growth, and this includes access to quality affordable housing.

While Virginia's proposal to Amazon primarily focused on new investments in public assets that would benefit companies and citizens across the Commonwealth, it also included a performance-based incentive offering, to be made only after the company has produced new, qualifying jobs. This incentive offering includes up to five hundred and fifty million dollars if Amazon creates twenty five thousand jobs and up to two hundred million dollars in additional incentives if it creates a total of thirty seven thousand eight hundred and fifty jobs. Because these incentive payments will be provided only after qualifying jobs are created each year, the incentives will generate net positive revenue for Virginia from day one and will produce a more than six-to-one return on incentives over the term of our performance agreement with Amazon. I can proudly say that Virginia's proposal represents good fiscal stewardship.

Amazon is already a tremendous partner to the Commonwealth of Virginia. With over eight thousand five hundred full time employees and twenty nine billion dollars already invested in the Commonwealth, the company's statewide footprint is significant.

Amazon's new investment in Virginia is going to pay dividends for the entire Commonwealth. My priority as Governor is to make sure every region of Virginia grows through better job opportunities and a robust economy that provides opportunities to live, work, and raise your family in the same place you grew up.

***Confidential Governor's Working Papers***

I'm proud of the work we've done so far, including announcing more than one billion dollars in new investment in rural Virginia, but we've got more work to do. This project will enable Virginia to provide needed investments in education and infrastructure that will help individuals and businesses across every corner of the Commonwealth.

The announcement today to embark on this new and significant partnership with Amazon will only build upon our legacy of collaboration with the company. Innovation is the lifeblood of our Commonwealth, and it is the driving force of Amazon's work. Together, we will think big, create a world-class model for public-private partnership, and test and implement the technological solutions that will drive Amazon, our communities, and the Commonwealth forward.

And now, I would like to welcome Brian Huseman, the Vice President of Public Policy from Amazon to the stage to deliver remarks.



FIRST	LAST	TITLE	SOURCE	ORGANIZATION	EMAIL
Pam	Norham	First Lady of Virginia	Governor's Office	Commonwealth of Virginia	david.cary@governor.virginia.gov
Clark	Mercer	Chief of Staff	Governor's Office	Commonwealth of Virginia	clark.mercer@governor.virginia.gov
Suzette	Denslow	Deputy Chief of Staff	Governor's Office	Commonwealth of Virginia	suzette.denslow@governor.virginia.gov
Brian	Ball	Secretary of Commerce and Trade	Governor's Office	Commonwealth of Virginia	brian.ball@governor.virginia.gov
Aubrey	Layne	Secretary of Finance	Governor's Office	Commonwealth of Virginia	Aubrey.Layne@governor.virginia.gov
Shannon	Valentine	Secretary of Transportation	Governor's Office	Commonwealth of Virginia	shannon.valentine@governor.virginia.gov
Nicholas	Donohue	Deputy Secretary of Transportation	Governor's Office	Commonwealth of Virginia	nick.donohue@governor.virginia.gov
Atif	Qarni	Secretary of Education	Governor's Office	Commonwealth of Virginia	atif.qarni@governor.virginia.gov
Fran	Bradford	Dep. Secretary of Education	Governor's Office	Commonwealth of Virginia	fran.bradford@governor.virginia.gov
Dr. Megan	Healy	Chief Workforce Advisor	Governor's Office	Commonwealth of Virginia	megan.healy@governor.virginia.gov
Citrah	Yheskel	Communications Director	Governor's Office	Commonwealth of Virginia	citrah.yheskel@governor.virginia.gov
Matt	Mansell	Legislative Director	Governor's Office	Commonwealth of Virginia	matt.mansell@governor.virginia.gov
Jennie	O'Holleran	Policy Director	Governor's Office	Commonwealth of Virginia	jennie.oholleran@governor.virginia.gov
Cass	Rasnick	Deputy Secretary of Commerce and Trade	Governor's Office	Commonwealth of Virginia	cassidy.rasnick@governor.virginia.gov
Robby	Demena	Deputy Secretary of Commerce and Trade	Governor's Office	Commonwealth of Virginia	robby.demena@governor.virginia.gov
Angela	Navarro	Deputy Secretary of Commerce and Trade	Governor's Office	Commonwealth of Virginia	angela.navarro@governor.virginia.gov
Turner	Widgen	Special Assistant for Commerce and Trade	Governor's Office	Commonwealth of Virginia	turner.widgen@governor.virginia.gov
Don	Beyer	US Congressman	Governor's Office	US Congress	beyermvite@mail.house.gov
Mark	Warner	US Senator	Governor's Office	US Senate	andrea.friedhoff@warner.senate.gov
Tim	Kaine	US Senator	Governor's Office	US Senate	kate.mccarroll@kaine.senate.gov
Terry	McAuliffe	Former Governor	Governor's Office	Former Governor	terry@terrymcauliffe.com
Bob	McDonnell	Former Governor	Governor's Office	Former Governor	rmcdonnell@ptp-attorneys.com
Larry	Hogan	Governor of Maryland	Governor's Office	State of Maryland	larry.hogan@maryland.gov
Muriel	Bowser	Mayor of Washington, D.C.	Governor's Office	Washington, D.C.	muriel.bowser@dc.gov
Brian	Kenner	Deputy Mayor of Washington, D.C.	Governor's Office	Washington, D.C.	brian.kenner@dc.gov
David	Petr	Montgomery County	Governor's Office	Montgomery County EDC	david@thinkmoco.com
John O. 'Ducky'	Wynne	Chairman, GOVirginia	Governor's Office	GOVirginia	jowynne@jowinc.com
Benjamin	Davenport Jr.	Vice Chairman, GOVirginia	Governor's Office	GOVirginia	bdavenport@vbgov.com
Nancy	Howell-Agee	GOVirginia Board	Governor's Office	GOVirginia	nhagee@carilionclinic.org
Jennifer	Boykin	GOVirginia Board	Governor's Office	GOVirginia	jennifer.boykin@nii-nns.com
Jim	Dyke	GOVirginia Board	Governor's Office	GOVirginia	jameswdyke@gmail.com
Thomas	Farrell	GOVirginia Board	Governor's Office	GOVirginia	thomas.farrell@dom.com
Haywood	Frain	GOVirginia Board	Governor's Office	GOVirginia	frainh@mta.net
Doug	Juanarena	GOVirginia Board	Governor's Office	GOVirginia	doug@juanarena.net
Bruce	Smith	GOVirginia Board	Governor's Office	GOVirginia	b200s@cox.net
Steven	Smith	GOVirginia Board	Governor's Office	GOVirginia	smiths@foodcity.com
Todd	Stottlemeyer	GOVirginia Board	Governor's Office	GOVirginia	Todd.Stottlemeyer@nova.org
Lucia Anna 'Pia'	Trigiani	GOVirginia Board	Governor's Office	GOVirginia	pia.trigiani@mercantrigiani.com
Marilyn	West	GOVirginia Board	Governor's Office	GOVirginia	mweston@aol.com
Joe	Wilson	GOVirginia Board		GOVirginia	joerwilson@verizon.net
Todd	Haymore	Former Secretary of Commerce and Trade	Governor's Office	Hunton Andrews Kurth	thaymore@HuntonAK.com
Jack	Potter	CEO, MWAA	Governor's Office	MWAA	john.potter@mwaa.com
Margaret	McKeough	COO, MWAA	Governor's Office	MWAA	margaret.mckeogh@mwaa.com
Jerome	Davis	CRO, MWAA	Governor's Office	MWAA	jerome.davisgh@mwaa.com



John	Reinhart	Executive Director	Governor's Office	Virginia Port Authority	jreinhart@portofvirginia.com
Barry	Duval	President	Governor's Office	Virginia Chamber of Commerce	bduval@vachamber.com
Paul	Wiedefeld	General Manager and CEO, WMATA	Governor's Office	WMATA	pwiedefeld@wmata.com
Jack	Evans	Chair WMATA	Governor's Office	WMATA Board	
Clarence	Crawford	First Vice Chair, Maryland WMATA	Governor's Office	WMATA Board	
Jim	Corcoran	Second Vice Chair, Virginia WMATA	Governor's Office	WMATA Board	jim.t.corcoranva@gmail.com
David	Horner	WMATA Board	Governor's Office	WMATA Board	
Corbett	Price	WMATA Board	Governor's Office	WMATA Board	
Michael	Goldman	WMATA Board	Governor's Office	WMATA Board	
Christian	Dorsey	WMATA Board	Governor's Office	WMATA Board	cdorsey@arlingtonva.us
Steve	McMillin	WMATA Board	Governor's Office	WMATA Board	
Tom	Bulgar	WMATA Board	Governor's Office	WMATA Board	
Malcolm	Augustine	WMATA Board	Governor's Office	WMATA Board	
Catherine	Hudgins	WMATA Board	Governor's Office	WMATA Board	catherine.hudgins@fairfaxcounty.gov
Jett	Marootian	WMATA Board	Governor's Office	WMATA Board	
Wesley	Porter	WMATA Board	Governor's Office	WMATA Board	
Paul	Smedberg	WMATA Board	Governor's Office	WMATA Board	Paul.Smedberg@alexandriava.gov
Anthony	Costa	WMATA Board	Governor's Office	WMATA Board	
Russ	Ramsey	Ramsey Asset Management Chair, Greater Washington Partnership	Governor's Office	Greater Washington Partnership	rramsey@ramseyasset.com
Ted	Leonis	Monumental Sports Vice Chair, Greater Washington Partnership	Governor's Office	Greater Washington Partnership	tleonis@atl.com
Peter	Scher	J.P. Morgan Vice Chair, Greater Washington Partnership	Governor's Office	Greater Washington Partnership	peter.scher@jpmchase.com
Tom	Barkin	Federal Reserve Bank of Richmond Honorary Advisory	Governor's Office	Greater Washington Partnership	Tom.Barkin@frb.org
Wes	Bush	Northrup Grumman GWP	Governor's Office	Greater Washington Partnership	wes.bush@ng.com
Chris	Crane	Exelon/GWP	Governor's Office	Greater Washington Partnership	christopher.crane@exeloncorp.com
Ron	Daniels	Johns Hopkins GWP	Governor's Office	Greater Washington Partnership	rdaniels@jhmi.edu
Rich	Fairbank	Capital One/GWP	Governor's Office	Greater Washington Partnership	rich.fairbank@capitalone.com
Banga	Jallai	Medimmune GWP	Governor's Office	Greater Washington Partnership	jallai@medimmune.com
Sheila	Johnson	Salamander Hotels/GWP	Governor's Office	Greater Washington Partnership	aspire@sai-farm.com
Sachin	Kuno	Halcyon/GWP	Governor's Office	Greater Washington Partnership	s.kuno@sandr.org
Frank	LaPrade	Capital One/GWP	Governor's Office	Greater Washington Partnership	frank.laprade@capitalone.com
Luis	Moreno	Inter-American Development Bank Honorary Advisory Member, Under Armour/GWP	Governor's Office	Greater Washington Partnership	lmm@iadb.org
Kevin	Plank	Under Armour/GWP	Governor's Office	Greater Washington Partnership	kp13@ua.com
Tony	Pierce	Akin Gump/GWP	Governor's Office	Greater Washington Partnership	apierce@AKINGUMP.com
David	Rubenstein	Carlyle Group/GWP	Governor's Office	Greater Washington Partnership	David.Rubenstein@carlyle.com
Scott	Rutherford	McKinsey/GWP	Governor's Office	Greater Washington Partnership	scott_rutherford@mckinsey.com
Ken	Samet	MedStar Health/GWP	Governor's Office	Greater Washington Partnership	Kenneth.A.Samet@Medstar.net
Bill	Stromberg	T. Rowe Price/GWP	Governor's Office	Greater Washington Partnership	bill_stromberg@troweprice.com
Grant	Verstandig	Rally Health/GWP	Governor's Office	Greater Washington Partnership	grant.verstandig@rallyhealth.com
Mark	Wainberger	WY GWP	Governor's Office	Greater Washington Partnership	Mark.Wainberger@wygwy.com
Jason	Miller	CEO GWP	Governor's Office	Greater Washington Partnership	jmillar@greaterwashingtonpartnership.com
Jennifer	Kaplan	GWP	Governor's Office	Greater Washington Partnership	jkaplan@greaterwashingtonpartnership.com
Steven	Chiapecka	GWP	Governor's Office	Greater Washington Partnership	skc@greaterwashingtonpartnership.com
Sue	Rowland	GOVirginia Region 7	Governor's Office	GOVirginia	Sue.Rowland@GOnorthernVA.com
Sid	Banerjee	GOVirginia Region 7	Governor's Office	GOVirginia	sid.banerjee@clarabridge.com
Dr. Scott	Brabrand	GOVirginia Region 7	Governor's Office	GOVirginia	ssbrabrand@fcp.edu

Hon Ralph	Buona	GOVirginia Region 7	Governor's Office	GOVirginia	ralph.buona@loudoun.gov
Hon Laurie	DiRocco	GOVirginia Region 7	Governor's Office	GOVirginia	mayor@viennava.gov
Eileen	Ellsworth	GOVirginia Region 7	Governor's Office	GOVirginia	Eileen.Ellsworth@clnova.org
Hon John	Foust	GOVirginia Region 7	Governor's Office	GOVirginia	john.foust@fairfaxcounty.gov
David	Guernsey	GOVirginia Region 7	Governor's Office	GOVirginia	ceo@buyguernsey.com
Greg	Leison	GOVirginia Region 7	Governor's Office	GOVirginia	gleisch@ngkf.com
Paul	Liberty	GOVirginia Region 7	Governor's Office	GOVirginia	pliberty@gmu.edu
Matt	McQueen	GOVirginia Region 7	Governor's Office	GOVirginia	mmcqueen@peraton.com
Hon Marty	Nohe	GOVirginia Region 7	Governor's Office	GOVirginia	mnohe@pacgov.org
Tim	O'Brien	GOVirginia Region 7	Governor's Office	GOVirginia	toebrien@micron.com
Carolyn	Parent	GOVirginia Region 7	Governor's Office	GOVirginia	carolyn.parent@livesafemobile.com
Todd	Rowley	GOVirginia Region 7	Governor's Office	GOVirginia	todd.rowley@bankwithunited.com
Tom	Rust	GOVirginia Region 7	Governor's Office	GOVirginia	TRust@Pannam.com
Jen	Siciliano	GOVirginia Region 7	Governor's Office	GOVirginia	jennifer.siciliano@inova.org
Danny	Vargas	GOVirginia Region 7	Governor's Office	GOVirginia	dvargas@varcom.com
Sharon	Virts	GOVirginia Region 7	Governor's Office	GOVirginia	sharon.virts@selmafarm.net
John	Wood	GOVirginia Region 7	Governor's Office	GOVirginia	john.wood@telas.com
Todd	Yeats	GOVirginia Region 7	Governor's Office	GOVirginia	todd.m.yeats@boeing.com
Allison	Siberberg	Mayor	Alexandria	City of Alexandria	allison.siberberg@alexandriava.gov
Yon	Lambert	Director of Transportation & Environmental Services	Alexandria	City of Alexandria	yon.lambert@clarabronge.com
Karl	Mortz	Director of Planning & Zoning	Alexandria	City of Alexandria	karl.mortz@clarabrige.com
Doug	Firstenberg	Principal	Alexandria	Stonebridge Carras	firstenberg@stonebridgescarras.com
Helen	McIlvaine	Director of Housing	Alexandria	City of Alexandria	helen.mcilvaine@clarabrengce.com
Sarah	Taylor	Legislative Director	Alexandria	City of Alexandria	sarah.taylor@cityofalexandria.com
Kerry	Donley	Vice Chair	Alexandria	AEDP Board	kerry.donley@aedpboard.com
Ross	Baird	Member	Alexandria	AEDP Board	ross.baird@clarabrossge.com
Scott	Shaw	Chair	Alexandria	AEDP Board	scott.shaw@clarabroctge.com
Joe	Haggerty	CEO	Alexandria	Alexandria Chamber of Commerce	joe.haggerty@clarabrocege.com
Gregory	Hutchings	Superintendent	Alexandria	Alexandria City Public Schools	gregory.hutchings@claragregoryge.com
Mignon	Anthony	COO	Alexandria	Alexandria City Public Schools	mignon.anthony@clarabrnonge.com
Lauren	Stack	Chair	Alexandria	ACT for Alexandria	lauren.stack@clarabraunge.com
Heather	Peeler	President & CEO	Alexandria	ACT for Alexandria	heather.peeler@clarabreatherge.com
Maria	Wasowski	Commissioner	Alexandria	Alexandria Planning Commission	maria.wasowski@clarabrriage.com
Nate	Macek	Vice Chairman	Alexandria	Alexandria Planning Commission	nate.macek@alexandria.planningcommission.com
Del	Pepper	Council Member	Alexandria	City of Alexandria	del.pepper@cityofalexandria.com
John Taylor	Chapman	Council Member	Alexandria	City of Alexandria	john.taylor.chapman@cityofalexandria.com
Justin	Wilson	Mayor-elect/Vice Mayor	Alexandria	City of Alexandria	Justin.Wilson@alexandriava.gov
Mark	Jinks	City Manager	Alexandria	City of Alexandria	mark.jinks@cityofalexandria.com
Craig	Filer	Director of Communications	Alexandria	City of Alexandria	craig.filer@clarabragge.com
Paul	Smedberg	Council Member	Alexandria	City of Alexandria	paul.smedbgh@cityofalexandria.com
Tim	Lovain	Council Member	Alexandria	City of Alexandria	tim.lovain@cityofalexandria.com
Willie	Bailey	Council Member	Alexandria	City of Alexandria	willie.baileigh@cityofalexandria.com
Ramee	Gentry	Chair	Alexandria	Alexandria City Public Schools Board	ramee.gentry@acps.k12.va.us
		Council Member elect	Alexandria	City of Alexandria	
		Council Member elect	Alexandria	City of Alexandria	

		Council Member elect	Alexandria	City of Alexandria	
		Council Member elect	Alexandria	City of Alexandria	
Sue	Kovalsky	President	Alexandria	Del Ray Business Association	sue.kovalsky@clarabruege.com
Annie	Ebbers	President	Alexandria	Del Ray Civic Association	president@delraycitizen.net
Mila	Yochum	President	Alexandria	Potomac Yard Civic Association	mila.yochum@clarapriaje.com
Stephanie	Landrum	President & CEO	Alexandria	Alexandria Economic Development	stephanie.landrum@clarabrephaniege.com
Ryan	Touhill	Chief of Staff	Alexandria	Alexandria Economic Development	ryan.touhill@clarabryange.com
Adrienne	Griffith	Marketing & Communications	Alexandria	Alexandria Economic Development	adrienne.griffith@clarabrdriannage.com
Brandy	Salmon		Alexandria	Virginia Tech	brandy.salmon@clarabrandyge.com
Shannar	Amiri	Inspection Services Division Chief	Arlington	Arlington Community Planning, Housing & Development	samiri@arlingtonva.us
Michelle	Cowan	Deputy County Manager	Arlington	Arlington County Government	mccowan@arlingtonva.us
Kate	Bates	President	Arlington	Arlington Chamber of Commerce	kbates@arlingtonchamber.org
Lindsay	Rheaume	Chair	Arlington	Arlington Chamber of Commerce	lrheaume@eaglebankcorp.com
Bryna	Heifer	Assistant County Manager	Arlington	Arlington County Government	bheifer@arlingtonva.us
Constantin	Dorsey	Arlington County Board Vice Chair	Arlington	Arlington County Government	cdorsey@arlingtonva.us
Eric	Gutshall	Arlington County Board Member	Arlington	Arlington County Government	egutshall@arlingtonva.us
John	Vinhardt	Arlington County Board Member	Arlington	Arlington County Government	jvinhardt@arlingtonva.us
Artie	Cristol	Arlington County Board Chair	Arlington	Arlington County Government	kcristol@arlingtonva.us
Leahy	Garvey	Arlington County Board Member	Arlington	Arlington County Government	lgarvey@arlingtonva.us
Mark	Schwartz	County Manager	Arlington	Arlington County Government	mschwartz@arlingtonva.us
Shannon	Flanagan-Watson	Deputy County Manager	Arlington	Arlington County Government	sflanagan-watson@arlingtonva.us
Sarah	Van Velsor	Media Staff-Arlington County	Arlington	Arlington Economic Development	svanvelsor@arlingtonva.us
Alex	Alams	Deputy Director	Arlington	Arlington Economic Development	alams@arlingtonva.us
Christina	Winn	Director, Business Investment	Arlington	Arlington Economic Development	CWinn@arlingtonva.us
Bob	Buchanan	Chair	Arlington	2030 Group	b.buchanan@buchananpartners.com
Marsha	Semmel	Chair	Arlington	Arlington Arts Commission	marsha.semmel@gmail.com
Sarna	Byrd	Deputy County Manager	Arlington	Arlington County Government	sbyrd@arlingtonva.us
John	Milliken	Advocate	Arlington	Arlington County Government	jgmilliken@venable.com
Stephan	MacIssac	County Attorney & Deputy Manager	Arlington	Arlington County Government	smacissac@arlingtonva.us
Mary	Curtius	Media Staff-Arlington County	Arlington	Arlington County Government, Board Office	Mcurtius@arlingtonva.us
Connie	Leach	Director of Transportation	Arlington	Arlington Department of Environmental Services	dleach@arlingtonva.us
Cara	O'Donnell	Media Staff-Arlington County	Arlington	Arlington Economic Development	codonnell@arlingtonva.us
Kelly	Rndfusz	Media Staff-Arlington County	Arlington	Arlington Economic Development	krndfusz@arlingtonva.us
Kate	McConnell	Senior Business Intelligence Manager	Arlington	Arlington Economic Development	kmccornell@arlingtonva.us
Marian	Marquez	Director, Global Markets & Retention	Arlington	Arlington Economic Development	mmarquez@arlingtonva.us
Victor	Hoskins	Director	Arlington	Arlington Economic Development	vhoskins@arlingtonva.us
Frank	J. Poli	Vice Chair	Arlington	Arlington Economic Development Commission	fpoli@pze.com
Sally	Duran	Chair	Arlington	Arlington Economic Development Commission	sallyduran@gmail.com
Barbara	Kanninen	Member	Arlington	Arlington Public Schools	barbara.kanninen@apsva.us
Monique	O Grady	Member	Arlington	Arlington Public Schools	monique.ogrady@apsva.us
Nancy	VanDoren	Member	Arlington	Arlington Public Schools	nancy.vandoren@apsva.us
Pat	Murphy	Superintendent	Arlington	Arlington Public Schools	pkmurphy@arlington.k12.va.us
Reid	Goldstein	Chair	Arlington	Arlington Public Schools	reid.goldstein@apsva.us
Tannia	Talento	Vice Chair	Arlington	Arlington Public Schools	tannia.talento@apsva.us
Arthur	Fox	President	Arlington	Arlington Ridge Civic Association	alfi@inlaw.com

Lois	DeMeester	CEO	Arlington	Arlington Transportation Partners	ldemeester@transpartners.com
Michael	Mesmer	Chair	Arlington	Environment and Energy Conservation Commission	michaelmesmer1@gmail.com
Holly	Bray	Chair	Arlington	Citizen Advisory Commission on Housing	hbray@lovetofunding.com
Chris	Slatt	Chair	Arlington	Transportation Commission	chris@todgersden.com
Kate	Mattice	Executive Director	Arlington	Northern Virginia Transportation Commission	kate.mattigh@northern.virginia.transportation.commission.com
Natasha	Atkins	President	Arlington	Aurora Highlands Civic Association	president@aurorahighlands.org
Duke	Banks	President	Arlington	Civic Federation	duke.banks@gmail.com
Tracy	Gabriel	CEO	Arlington	Crystal City BID	gabriel@crystalcity.org
Christer	Ahl	Acting Chair	Arlington	Crystal City Citizen Review Council	christer.ahl@comcast.net
Carol	Fuller	President	Arlington	Crystal City Civic Association	fullercarol@gmail.com
Russ	Ramsey	Chairman/ CEO	Arlington	Greater Washington Partnership Ramsey Asset Management	rramsey@ramseyasset.com
Edwin	Fountain	Chair	Arlington	Industrial Development Authority (IDA)	efountain@mac.com
Kenneth	Wire	Chairman	Arlington	NAIOP Northern Virginia	kwire@wiregill.com
Martha	Marks	President	Arlington	NAIOP Northern Virginia	mmarks@naiopva.org
Jane	Siegel	Chair	Arlington	Planning Commission	janesiegel@icloud.com
Steven	McKnight	Vice President	Arlington	VA Tech National Capital Region	shm@vt.edu
Adrian	Stanton	Vice President, Communications	Arlington	Virginia Hospital Center	astanton@virginiahospitalcenter.com
Jay	Fisette	Former Board Member	Arlington	Former Arlington County Board	jfisette@arlingtonva.us
Cecilia	Cassedy	ED Columbia Pike Revitalization Org	Arlington	Columbia Pike Revitalization Organization	ccassedy@columbiapike.org
Chuck	Bean	Executive Director	Arlington	Washington Council of Governments	cbean@mwco.org
Doug	Alien	CEO	Arlington	Virginia Railway Express	dalien@vire.org
Ginger	Brown	President Lee Highway Alliance	Arlington	Lee Highway Alliance	gingerb97@gmail.com
Glenda	MacMullin	Chair	Arlington	Crystal City BID Board	gmacmullin@cta.tec
Mary-Claire	Burick	President	Arlington	Rosslyn BID	mburick@rosslynva.org
Matt	Hussmann	Executive Director Clarendon Alliance	Arlington	Clarendon Alliance	alliance@clarendon.org
Monica	Backmon	Executive Director	Arlington	Northern Virginia Transportation Authority	monica.backmon@thenovaauthority.org
Tina	Leone	CEO	Arlington	Balfston Business Improvement District	tina@bailstonbid.com
Mark	Jinks	City manager	Arlington	Alexandria City Manager	mark.jinks@alexandriava.gov
Tim	Hemstreet	County Manager	Arlington	Loudoun County Manager	tim.hemstreet@loudoun.gov
Christopher	Martino	County Manager	Arlington	Prince William County	cemartino@pwccgov.org
Wyatt	Shields	City Manager	Arlington	Falls Church City Manager	wshields@fallschurchva.gov
Anthony	Fuserelli	Deputy CPHD	Arlington	Arlington County	afuserelli@arlingtonva.us
Bryan	Hill	County Manager	Arlington	Bryan Hill City Manager	bryan.hill@fairfaxcounty.gov
Alan	Fogg	Comms	Loudoun	Fairfax County Economic Development	afogg@fceda.org
Cathy	Riley	VP	Loudoun	Fairfax County Economic Development	criley@fceda.org
Buddy	Rizer	Executive Director	Loudoun	Loudoun County Economic Development	buddy.rizer@loudoun.gov
Colleen	Kardasz	Assistant Director	Loudoun	Loudoun County Economic Development	colleen.kardasz@loudoun.gov
Phyllis	Randall	Chair	Loudoun	Loudoun County Board of Supervisors	Phyllis.Randall@loudoun.gov
Ralph	Buona	Vice Chair	Loudoun	Loudoun County Board of Supervisors	ralph.buonagh@loudoun.county.board.of.supervisors.com
Suzanne	Volpe	Member	Loudoun	Loudoun County Board of Supervisors	suzanne.volpe@clarabruzannege.com
Tony	Buffington Jr	Member	Loudoun	Loudoun County Board of Supervisors	tony.buffingtonjr@clarabrnyge.com
Ron	Meyer	Member	Loudoun	Loudoun County Board of Supervisors	ron.meyer@clarabrnyge.com
Geary	Higgins	Member	Loudoun	Loudoun County Board of Supervisors	geary.higgins@clarabrnyge.com
Matthew	Letourneau	Member	Loudoun	Loudoun County Board of Supervisors	matthew.letourneau@clarabrathewge.com
Kristen	Umstatt	Member	Loudoun	Loudoun County Board of Supervisors	kristen.umstatt@clarabrmstenge.com

Koran	Saines	Member	Loudoun	Loudoun County Board of Supervisors	koran.saines@clarabrorange.com
Gerry	Gordon	President	Fairfax	Fairfax County Economic Development	ggordon@fcda.org
Sharon	Bulova	Chairman	Fairfax	Fairfax County Board of Supervisors	chairman@fairfaxcounty.gov
John	Cook	Member	Fairfax	Fairfax County Board of Supervisors	john.cook@clarabrohngc.com
John	Foust	Member	Fairfax	Fairfax County Board of Supervisors	john.foust@clarabrohngc.com
Catherine	Hudgins	Member	Fairfax	Fairfax County Board of Supervisors	catherine.hudgins@clarabrothhngc.com
Jeff	McKay	Member	Fairfax	Fairfax County Board of Supervisors	jeff.mckay@clarabrothg.com
Penelope	Gross	Member	Fairfax	Fairfax County Board of Supervisors	penelope.gross@clarabrothg.com
Daniel	Storck	Member	Fairfax	Fairfax County Board of Supervisors	daniel.storck@clarabrothg.com
Linda	Smyth	Member	Fairfax	Fairfax County Board of Supervisors	linda.smyth@clarabrothg.com
Rat	Hernty	Member	Fairfax	Fairfax County Board of Supervisors	pat.hernty@clarabrothg.com
Kathy	Smith	Member	Fairfax	Fairfax County Board of Supervisors	kathy.smith@clarabrothg.com
Jeff	Kaczmarek	President	Prince William	Prince William, EDA	JKaczmarek@pw.gov.org
Ben	Safran	Consultant	McKinsey	McKinsey	Ben_Safran@mckinsey.com
Jonathan	Law	Consultant	McKinsey	McKinsey	Jonathan_Law@mckinsey.com
Sarah	Tucker-Ray	Consultant	McKinsey	McKinsey	Sarah_Tucker-Ray@mckinsey.com
Tom	Dohrmann	Consultant	McKinsey	McKinsey	Thomas_Dohrmann@mckinsey.com
Tyler	Duvall	Consultant	McKinsey	McKinsey	Tyler_duvall@mckinsey.com
Curry	Roberts	President	REDO	Fredricksburg Regional Alliance	croberts@fredregion.com
Betty	Matherly	President & CEO	REDO	Greater Richmond Partnership	bmatherly@grpva.com
Conna	Long	Executive Director	REDO	VEDA	veda.association@reders.com
Robert	Cautchen	President	REDO	Central Virginia Partnership for Economic Development	rcautchen@centralvirginia.org
Denny	Denny	Executive Director	REDO	Greater Williamsburg Partnership	ddenny@gwcpva.com
Rick	Weddle	President & CEO	REDO	Hampton Roads Economic Development Alliance	rweddle@hreda.com
Elizabeth	Poyar	Principal Officer	REDO	Middle Peninsula Alliance	riverhinkilc@gmail.com
Charlie	Jewell	Executive Director	REDO	Onward New River Valley	charlie@onwardnrv.org
Beth	Doughty	Executive Director	REDO	Roanoke Regional Partnership	beth@roanoke.org
Courtland	Robinson	Director of Business Development	REDO	Shenandoan Valley Partnership	crobinson@theshenandoahvalley.com
Linda	Green	Director of Economic Development	REDO	Southern Virginia Regional Alliance	lindagreen@svra@ialr.org
Megan	Lucas	CEO & Chief Economic Development Officer	REDO	The Lynchburg Regional Business Alliance	meganlucas@lynchburgregion.org
Jonathan	Belcher	Executive Director	REDO	Virginia Coalfield Economic Development Authority	jonathan@vaceda.org
Kath	Boswell	President & CEO	REDO	Virginia's Gateway Region	kboswell@gatewayregion.com
Jeffrey	Reed	Executive Director	REDO	Virginia's Growth Alliance	jeff@vagrowth.com
Joshua	Lewis	Executive Director	REDO	Virginia's Industrial Advancement Alliance	jlewis@viaalliance.org
Jennifer	DeBruni	Chief of Public Transportation	Transportation	Virginia Department of Rail and Public Transportation	jennifer.debruni@drpt.virginia.gov
Jennifer	Mitchell	Director of DRPT	Transportation	Virginia Department of Rail and Public Transportation	j.mitchell@drpt.virginia.gov
Todd	Horsley	Director of NOVA Transit Programs	Transportation	Virginia Department of Rail and Public Transportation	todd.horsley@drpt.virginia.gov
Allison	Richter	District Land Use Manager for Fairfax/Arlington	Transportation	Virginia Department of Transportation	Allison.richter@vdot.virginia.gov
Amir	Shanpar	Senior Modeler	Transportation	Virginia Department of Transportation	amir.shanpar@vdot.virginia.gov
Fand	Bigdeli	District Land Use Manager, Loudoun County	Transportation	Virginia Department of Transportation	Fand.bigdeli@vdot.virginia.gov
Fatemeh	Allahdoust	Planning Specialist Sr. Supervisor	Transportation	Virginia Department of Transportation	fatemeh.allahdoust@vdot.virginia.gov
Hari	Srinath	Director Strategic Innovation	Transportation	Virginia Department of Transportation	hari.srinath@vdot.virginia.gov
Helen	Cuervo	District Administrator	Transportation	Virginia Department of Transportation	helen.cuervo@vdot.virginia.gov
Jennifer	McCord	Public Affairs/Communication Manager	Transportation	Virginia Department of Transportation	Jennifer.mccord@vdot.virginia.gov
John	Lawson	Chief Financial Officer	Transportation	Virginia Department of Transportation	john.lawson@vdot.virginia.gov

Kamal	Suliman	Regional Operations Director	Transportation	Virginia Department of Transportation	kamal.suliman@vdot.virginia.gov
Kathleen	Leonard	Communications Specialist Sr	Transportation	Virginia Department of Transportation	Kathleen.leonard@vdot.virginia.gov
Kimberly	Pryor	Division Admin Infrastructure Investment Central Office	Transportation	Virginia Department of Transportation	kimberly.pryor@vdot.virginia.gov
Larry	Camp	IT GIS Analyst Sr	Transportation	Virginia Department of Transportation	larry.camp@vdot.virginia.gov
Ling	Li	Architect Engineer Manager III	Transportation	Virginia Department of Transportation	ling.li@vdot.virginia.gov
Nicholas	Roper	District Engineer Project Development	Transportation	Virginia Department of Transportation	Nicholas.roper@vdot.virginia.gov
Rahul	Trivedi	Planning Manager	Transportation	Virginia Department of Transportation	rahul.trivedi@vdot.virginia.gov
Renee	Hamilton	Deputy District Administrator	Transportation	Virginia Department of Transportation	renee.hamilton@vdot.virginia.gov
Robert	Cary	Chief Deputy Commissioner	Transportation	Virginia Department of Transportation	rob.cary@vdot.virginia.gov
Ryan	Bannon	Sr. Business Development Officer of AXIOM	Transportation	Virginia Department of Transportation	ryan.bannon@vdot.virginia.gov
Stephen	Bates	District Engineer I.D.	Transportation	Virginia Department of Transportation	stephen.bates@vdot.virginia.gov
Stephen	Brich	Commissioner of Transportation	Transportation	Virginia Department of Transportation	stephen.brich@vdot.virginia.gov
Steven	Welch	Engineer Roadway Design	Transportation	Virginia Department of Transportation	steven.welch@vdot.virginia.gov
Paul	Trible, J.D.	President	Higher Ed	Christopher Newport University	ptrible@cnu.edu
Katherine	Powe, Ph.D.	President	Higher Ed	College of William and Mary	president@wm.edu
Jonathan	Ager, J.D.	President	Higher Ed	James Madison University	ajager@jmu.edu
W. Taylor	Reveley IV, Ph.D.	President	Higher Ed	Longwood University	reveleywt@longwood.edu
Melvin	Smith, Ph.D.	Interim President	Higher Ed	Norfolk State University	president@nsu.edu
John	R. Broderick	President	Higher Ed	Old Dominion University	president@odu.edu
Dr. Michelle	Marks	Vice President for Academic Innovation and New Ventures	Higher Ed	George Mason University	mmarks@gmu.edu
Timothy	Sands, Ph.D.	President	Higher Ed	Virginia Tech	president@vt.edu
Brian	Bremphill, Ph.D.	President	Higher Ed	Radford University	brempfill@radford.edu
Troy	Paino, Ph.D.	President	Higher Ed	University of Mary Washington	tpaino@umw.edu
Donna	P. Henry, Ph.D.	Chancellor	Higher Ed	University of Virginia's College at Wise	dph3p@virginia.edu
James	E. Ryan, J.D.	President	Higher Ed	University of Virginia	jer6p@virginia.edu
Michael	Pao, Ph.D.	President	Higher Ed	Virginia Commonwealth University	president@vcu.edu
Gen.	Birford-Peay III	Superintendent	Higher Ed	Virginia Military Institute	peayjb@vmi.edu
Makola	Abdullah, Ph.D.	President	Higher Ed	Virginia State University	president@vsu.edu
Peter	Blake	Director	Higher Ed	State Council of Higher Education for Virginia	peterblake@schev.edu
Glen	DuBois	Chancellor	Higher Ed	Virginia Community College System	glen.dubois@clarabrenjame.com
Scott	Ralls	President	Higher Ed	Northern Virginia Community College	sralls@nvcc.edu
Amy	Lu	VP and Director, Metropolitan Policy Program	VEDP	Brookings Institute	alu@brookings.edu
Kristie	Proctor	Executive Director	VEDP	Center for Rural Virginia	kristie.helmickproctor@cfvr.org
C. Daniel	Clemente	Chairman and CEO	VEDP	Clemente Development Company Inc.	cdclemente@cdclemente.com
Ned	Massee	Partner	VEDP	Croatan Advisors	ned.50.massee@gmail.com
Dan	Pleasant	Chief Operating Officer	VEDP	Dewberry	dpleasant@dewberry.com
Xavier	Richardson	Executive Vice President	VEDP	Mary Washington Healthcare	xavier.richardson@mwhc.com
Carlos	Tapias	U.S. Director of Operations	VEDP	Phoenix Packaging Group (Dublin, VA)	carlos.tapias@grupophoenix.com
Chris	Lumsden	Administrator and President	VEDP	Sentara Halifax Regional Hospital	chris.lumsden@halifaxregional.com
Heather	Engel	Chief Strategy Officer	VEDP	Sera Brynn	heather.engel@sera-brynn.com
Bill	Hayter	President & CEO	VEDP	The First Bank & Trust Company	hayter@firstbank.com
Ken	McFadyen	President	VEDP	VEDA	kmcfadyen@botetourtva.gov
Vincent	Mastracco	Partner	VEDP	Kaufman & Canoles	vjmastracco@kaufcan.com
Benjamin	Moret	VEDP	VEDP	Moret family	benjamin.moret@clarabrenjame.com
Heather	Moret	VEDP	VEDP	Moret family	heather.moret@clarabreatherge.com



Jackson	Moret	VEDP	VEDP	Moret family	jackson.moret@clarabracksonge.com
MaryKatherine	Moret	VEDP	VEDP	Moret family	marykatherine.moret@clarabrathennege.com
Phylliss	Moret	VEDP	VEDP	Moret family	phylliss.moret@clarabrhyllissge.com
Samuel	Moret	VEDP	VEDP	Moret family	samuel.moret@clarabramue'ge.com
Robbie	Kilberg	President	VEDP	Northern Virginia Technology Council	bkilberg@nvtc.org
Stephen	Fuller	Economist	VEDP	The Fuller Institute	sfuller@gmu.edu
Sharon	Brazier	VEDP Team	VEDP	VEDP	sharon@vedp.org
Shirley	Moret	VEDP Team	VEDP	VEDP	smoret@vedp.org
John	ElKoubi	VEDP Team	VEDP	VEDP	jelkoubi@vedp.org
Jim	Melancon	VEDP Team	VEDP	VEDP	jmelancon@vedp.org
Clancy	Morton	VEDP Team	VEDP	VEDP	cmorton@vedp.org
Nick	David	VEDP Team	VEDP	VEDP	ndavid@vedp.org
Emily	Sanders	VEDP Team	VEDP	VEDP	ssanders@vedp.org
Chris	Smith	VEDP Team	VEDP	VEDP	asmith@vedp.org
David	Fairchild	Academic Director, Public Policy	VEDP	University of Virginia	fairchild@virginia.edu
Jack	McDougle	President & CEO	VEDP	Greater Washington Board of Trade	JackMcDougle@bot.org
Richard	A. Montoni	Chief Vice President, Government Relations	VEDP	Northern Virginia Technology Council	richardmontoni@maximus.com
Mike	Forehand		VEDP	Northern Virginia Chamber of Commerce	MForehand@NOVAChamber.org
Dave	Rosenbaum	The Carlyle Group	VEDP	The Carlyle Group	dave.rosenbaum@carlyle.com
Met	Epstein	Chair	VEDP	Metropolitan Washington Council of Governments	Met.Epstein@metcog.org
Jeffrey	Chen	Executive Vice President of Capital Construction	VEDP	Northern Neck Chamber of Commerce	jeffrey.chen@northernneck.org
Frank	Winkler	Chief Executive Officer	VEDP	Bechtel Corporation	frank.winkler@bechtel.com
Robert	Sheninger	CEO	VEDP	Capital One	robert.sheninger@capitalone.com
Dennis	Frederick	Corporate Vice President and Chief Human Resources Officer	VEDP	Inova Center for Personalized Health	dennis.frederick@inova.org
Charles	Bell	Coordinator	VEDP	Northrop Grumman	charlesbell@nvc.org
Dr Ann	Bonifantius	Principal	VEDP	NOVA CC	anbonifantius@nvc.org
Dr David	Wilson Durant	Associate Dean of Strategic Initiatives and Community	VEDP	Thomas Jefferson High School for Science and Technology	ldurant2@gmu.edu
AJ	Jackson	Executive Vice President for Washington Housing Initiative	VEDP	George Mason University	ajackson@clarabrjge.com
Dr Charles	Clancy	Director, Hume Center for National Security and Technology	VEDP	JBG Smith/Washington Housing In	tcc@vt.edu
Meade	Spotts	Partner	Company	Virginia Tech	msspotts@spottsfain.com
April	Kees	Interim Co-Director/Legislative Analyst	General Assembly	Spotts Fain	akees@sfc.virginia.gov
Jason	Powell	Interim Co-Director/Legislative Analyst	General Assembly	Senate Finance Committee	jpowell@sfc.virginia.gov
Charles	Kennington	Legislative Analyst	General Assembly	Senate Finance Committee	ckennington@sfc.virginia.gov
Robert	Vaughn	Director	General Assembly	Senate Finance Committee	rvaughn@nac.virginia.gov
Skio	Maupai	Legislative Fiscal Analyst	General Assembly	House Appropriations Committee	smaupai@nac.virginia.gov
Tony	Maggio	Legislative Fiscal Analyst	General Assembly	House Appropriations Committee	tmaggio@nac.virginia.gov
Alonso	Lopez	House of Delegates	General Assembly	House Appropriations Committee	DelAlopez@house.virginia.gov
Barry	Knight	House of Delegates	General Assembly	General Assembly	DelBKnight@house.virginia.gov
Benjamin	Cline	House of Delegates	General Assembly	General Assembly	DelBCline@house.virginia.gov
Betsy	Carr	House of Delegates	General Assembly	General Assembly	DelBCarr@house.virginia.gov
Brenda	Pogge	House of Delegates	General Assembly	General Assembly	DelBPogge@house.virginia.gov
C.E (Cliff)	Hayes	House of Delegates	General Assembly	General Assembly	delchayes@house.virginia.gov
C.Matthew	Faniss	House of Delegates	General Assembly	General Assembly	DelMFaniss@house.virginia.gov
Charles	Poindexter	House of Delegates	General Assembly	General Assembly	DelCPoindexter@house.virginia.gov

Charniele	Herring	House of Delegates	General Assembly	General Assembly	DeiCHerring@house.virginia.gov
Cheryl	Turpin	House of Delegates	General Assembly	General Assembly	DeiCTurpin@house.virginia.gov
Chris	Hurst	House of Delegates	General Assembly	General Assembly	DeiCHurst@house.virginia.gov
Christopher	Collins	House of Delegates	General Assembly	General Assembly	DeiCCollins@house.virginia.gov
Christopher	Peace	House of Delegates	General Assembly	General Assembly	DeiCPeace@house.virginia.gov
Christopher	Stolle	House of Delegates	General Assembly	General Assembly	DeiCStolle@house.virginia.gov
Christopher	Head	House of Delegates	General Assembly	General Assembly	DeiCHead@house.virginia.gov
Danica	Roem	House of Delegates	General Assembly	General Assembly	DeiDRoem@house.virginia.gov
Daniel	Marshall III	House of Delegates	General Assembly	General Assembly	DeiDMarshall@house.virginia.gov
David	LaRock	House of Delegates	General Assembly	General Assembly	DeiDLaRock@house.virginia.gov
David	Reid	House of Delegates	General Assembly	General Assembly	DeiDReid@house.virginia.gov
David	Yancey	House of Delegates	General Assembly	General Assembly	DeiDYancey@house.virginia.gov
David	Toscano	House of Delegates	General Assembly	General Assembly	DeiDToscano@house.virginia.gov
David	Bulova	House of Delegates	General Assembly	General Assembly	DeiDBulova@house.virginia.gov
Dawn	Adams	House of Delegates	General Assembly	General Assembly	DeiDAdams@house.virginia.gov
Debra	Rodman	House of Delegates	General Assembly	General Assembly	DeiDRodman@house.virginia.gov
Delores	McQuinn	House of Delegates	General Assembly	General Assembly	DeiDMcQuinn@house.virginia.gov
Eileen	Filler-Corn	House of Delegates	General Assembly	General Assembly	DeiEFiller-Corn@house.virginia.gov
Elizabeth	Guzman	House of Delegates	General Assembly	General Assembly	DeiEGuzman@house.virginia.gov
Emily	Brewer	House of Delegates	General Assembly	General Assembly	DeiEBrewer@house.virginia.gov
Geri	Davis Jr.	House of Delegates	General Assembly	General Assembly	DeiGDavis@house.virginia.gov
Gordon	Helsel Jr.	House of Delegates	General Assembly	General Assembly	DeiGHelsel@house.virginia.gov
Goodolyn(Wendy)	Gooditis	House of Delegates	General Assembly	General Assembly	DeiWGooditis@house.virginia.gov
Hala	Ayala	House of Delegates	General Assembly	General Assembly	DeiHAyala@house.virginia.gov
Hyland(Buddy)	Fowler	House of Delegates	General Assembly	General Assembly	DeiBFowler@house.virginia.gov
Israel	O'Quinn	House of Delegates	General Assembly	General Assembly	DeiIOQuinn@house.virginia.gov
James(Jay)	Leftwich	House of Delegates	General Assembly	General Assembly	DeiJLeftwich@house.virginia.gov
James	Edmunds	House of Delegates	General Assembly	General Assembly	DeiJEdmunds@house.virginia.gov
James(Will)	Morefield	House of Delegates	General Assembly	General Assembly	DeiJMorefield@house.virginia.gov
Jason	Miyares	House of Delegates	General Assembly	General Assembly	DeiJMiyares@house.virginia.gov
Jeffrey	Campbell	House of Delegates	General Assembly	General Assembly	DeiJCampbell@house.virginia.gov
Jeffrey	Bourne	House of Delegates	General Assembly	General Assembly	DeiJBourne@house.virginia.gov
Jeon	Ward	House of Delegates	General Assembly	General Assembly	DeiJWard@house.virginia.gov
Jennifer	Boysko	House of Delegates	General Assembly	General Assembly	DeiJBoysko@house.virginia.gov
Jennifer-Carroll	Foy	House of Delegates	General Assembly	General Assembly	DeiJCarrollFoy@house.virginia.gov
Jerrauld(Jay)	Jones	House of Delegates	General Assembly	General Assembly	DeiJJones@house.virginia.gov
John	Ball	House of Delegates	General Assembly	General Assembly	DeiJBall@house.virginia.gov
John	McGuire III	House of Delegates	General Assembly	General Assembly	DeiJMcGuire@house.virginia.gov
Joseph	Lindsey	House of Delegates	General Assembly	General Assembly	DeiJLindsey@house.virginia.gov
Karne	Delaney	House of Delegates	General Assembly	General Assembly	DeiKDelaney@house.virginia.gov
Kathleen	Murphy	House of Delegates	General Assembly	General Assembly	DeiKMurphy@house.virginia.gov
Kathy	Byron	House of Delegates	General Assembly	General Assembly	DeiKByron@house.virginia.gov
Kathy	Tran	House of Delegates	General Assembly	General Assembly	DeiKTran@house.virginia.gov
Kaye	Kory	House of Delegates	General Assembly	General Assembly	DeiKKory@house.virginia.gov
Kelly	Convis-Fowler	House of Delegates	General Assembly	General Assembly	DeiKConvis-Fowler@house.virginia.gov

Kenneth	Plum	House of Delegates	General Assembly	General Assembly	DelKPlum@house.virginia.gov
Lamont	Bagby	House of Delegates	General Assembly	General Assembly	DelLBagby@house.virginia.gov
Lasnreese	Aird	House of Delegates	General Assembly	General Assembly	DelLAird@house.virginia.gov
Lee	Carter	House of Delegates	General Assembly	General Assembly	DelLCarter@house.virginia.gov
Lester/Lesi	Adams	House of Delegates	General Assembly	General Assembly	DelLAdams@house.virginia.gov
Luke	Tonan	House of Delegates	General Assembly	General Assembly	DelLTonan@house.virginia.gov
Mark	Hodges	House of Delegates	General Assembly	General Assembly	DelKHodges@house.virginia.gov
Marcia (Claf	S. Price	House of Delegates	General Assembly	General Assembly	DelMPrice@house.virginia.gov
Marcus	Simon	House of Delegates	General Assembly	General Assembly	DelMSimon@house.virginia.gov
Margaret	Ransone	House of Delegates	General Assembly	General Assembly	DelMRansone@house.virginia.gov
Mark	Sickles	House of Delegates	General Assembly	General Assembly	DelMSickles@house.virginia.gov
Mark	Levine	House of Delegates	General Assembly	General Assembly	DelMLevine@house.virginia.gov
Mark	Cole	House of Delegates	General Assembly	General Assembly	DelMCole@house.virginia.gov
Mark	Keam	House of Delegates	General Assembly	General Assembly	DelMKeam@house.virginia.gov
Michael	Weber	House of Delegates	General Assembly	General Assembly	DelMWeber@house.virginia.gov
Michael	Mullin	House of Delegates	General Assembly	General Assembly	delmmullin@house.virginia.gov
Nicholas (Nick)	J. Freitas	House of Delegates	General Assembly	General Assembly	DelNFreitas@house.virginia.gov
Patrick	Hope	House of Delegates	General Assembly	General Assembly	DelPHope@house.virginia.gov
Paul	Krzek	House of Delegates	General Assembly	General Assembly	DelPKrzek@house.virginia.gov
Fr. Lee	Ware	House of Delegates	General Assembly	General Assembly	DelLWare@house.virginia.gov
Richard (Ric	C. Sullivan	House of Delegates	General Assembly	General Assembly	DelRSullivan@house.virginia.gov
Richard	Bell	House of Delegates	General Assembly	General Assembly	DelRBell@house.virginia.gov
Ray	Ingram	House of Delegates	General Assembly	General Assembly	DelRIngram@house.virginia.gov
Robert	Bell	House of Delegates	General Assembly	General Assembly	DelRBell@house.virginia.gov
Robert (Bob)	M. Thomas	House of Delegates	General Assembly	General Assembly	DelBThomas@house.virginia.gov
Robert	Bloxom	House of Delegates	General Assembly	General Assembly	DelRBloxom@house.virginia.gov
Robyn	Tyler	House of Delegates	General Assembly	General Assembly	DelRTyler@house.virginia.gov
Robynn	Robinson	House of Delegates	General Assembly	General Assembly	DelRRobinson@house.virginia.gov
S. Chris	Jones	House of Delegates	General Assembly	General Assembly	DelCJones@house.virginia.gov
Sam	Rasoul	House of Delegates	General Assembly	General Assembly	DelSRasoul@house.virginia.gov
Schuyler	VanValkenburg	House of Delegates	General Assembly	General Assembly	DelSVanValkenburg@house.virginia.gov
Stephen	Heretick	House of Delegates	General Assembly	General Assembly	DelSHeretick@house.virginia.gov
T. Scott	Garrett	House of Delegates	General Assembly	General Assembly	DelSGarrett@house.virginia.gov
Terry	Kilgore	House of Delegates	General Assembly	General Assembly	DelTKilgore@house.virginia.gov
Terry	Austin	House of Delegates	General Assembly	General Assembly	DelTAustin@house.virginia.gov
Thomas	Wright	House of Delegates	General Assembly	General Assembly	DelTWright@house.virginia.gov
Todd	Pillion	House of Delegates	General Assembly	General Assembly	DelTPillion@house.virginia.gov
Tony	Walt	House of Delegates	General Assembly	General Assembly	DelTWalt@house.virginia.gov
Vivian	Watts	House of Delegates	General Assembly	General Assembly	DelVWatts@house.virginia.gov
Todd	Gilbert	House of Delegates	General Assembly	General Assembly	DelTGilbert@house.virginia.gov
Nick	Rush	House of Delegates	General Assembly	General Assembly	DelNRush@house.virginia.gov
Kirkland	Cox	House of Delegates	General Assembly	General Assembly	DelKCox@house.virginia.gov
Matthew	James	House of Delegates	General Assembly	General Assembly	DelMJames@house.virginia.gov
R. Steven	Landes	House of Delegates	General Assembly	General Assembly	DelSLandes@house.virginia.gov
Robert	Orrrock	House of Delegates	General Assembly	General Assembly	DelBORrock@house.virginia.gov

Timothy	Hugo	House of Delegates	General Assembly	General Assembly	DeiTHugo@house.virginia.gov
A Benton	Chafin	Senate of Virginia	General Assembly	General Assembly	district38@senate.virginia.gov
Adam	Ebbin	Senate of Virginia	General Assembly	General Assembly	district30@senate.virginia.gov
Amanda	Chase	Senate of Virginia	General Assembly	General Assembly	district11@senate.virginia.gov
Barbara	Favola	Senate of Virginia	General Assembly	General Assembly	district31@senate.virginia.gov
Bryce	Reeves	Senate of Virginia	General Assembly	General Assembly	district17@senate.virginia.gov
Charles	Carrico	Senate of Virginia	General Assembly	General Assembly	district40@senate.virginia.gov
David	Sueterlein	Senate of Virginia	General Assembly	General Assembly	district19@senate.virginia.gov
David	Marsden	Senate of Virginia	General Assembly	General Assembly	district37@senate.virginia.gov
Frank	Wagner	Senate of Virginia	General Assembly	General Assembly	district97@senate.virginia.gov
George	Barker	Senate of Virginia	General Assembly	General Assembly	district39@senate.virginia.gov
Glen	Sturtevant	Senate of Virginia	General Assembly	General Assembly	district10@senate.virginia.gov
Chapman	Petersen	Senate of Virginia	General Assembly	General Assembly	district34@senate.virginia.gov
Janet	Howell	Senate of Virginia	General Assembly	General Assembly	district32@senate.virginia.gov
Jennifer	McClellan	Senate of Virginia	General Assembly	General Assembly	district09@senate.virginia.gov
Jennifer	Wexton	Senate of Virginia	General Assembly	General Assembly	district33@senate.virginia.gov
Jeremy	McPike	Senate of Virginia	General Assembly	General Assembly	district29@senate.virginia.gov
Jeff	Vogel	Senate of Virginia	General Assembly	General Assembly	district27@senate.virginia.gov
John	Cosgrove	Senate of Virginia	General Assembly	General Assembly	district14@senate.virginia.gov
John	Edwards	Senate of Virginia	General Assembly	General Assembly	district21@senate.virginia.gov
L. Louise	Lucas	Senate of Virginia	General Assembly	General Assembly	district18@senate.virginia.gov
Lionell	Spruill	Senate of Virginia	General Assembly	General Assembly	district05@senate.virginia.gov
Lynwood	Lewis JR	Senate of Virginia	General Assembly	General Assembly	district06@senate.virginia.gov
Mamie	Locke	Senate of Virginia	General Assembly	General Assembly	district02@senate.virginia.gov
Mark	Odenhaun	Senate of Virginia	General Assembly	General Assembly	district26@senate.virginia.gov
Mark	Peake	Senate of Virginia	General Assembly	General Assembly	district22@senate.virginia.gov
R. Creigh	Deeds	Senate of Virginia	General Assembly	General Assembly	district25@senate.virginia.gov
Richard	Black	Senate of Virginia	General Assembly	General Assembly	district13@senate.virginia.gov
Richard	Stuart	Senate of Virginia	General Assembly	General Assembly	district28@senate.virginia.gov
Richard	Saslaw	Senate of Virginia	General Assembly	General Assembly	district35@senate.virginia.gov
Rosalyn	Dance	Senate of Virginia	General Assembly	General Assembly	district16@senate.virginia.gov
Scott	Surovell	Senate of Virginia	General Assembly	General Assembly	district36@senate.virginia.gov
Siobhan	Dunnivant	Senate of Virginia	General Assembly	General Assembly	district12@senate.virginia.gov
T	Montgomery	Senate of Virginia	General Assembly	General Assembly	district01@senate.virginia.gov
William	Stanley	Senate of Virginia	General Assembly	General Assembly	district20@senate.virginia.gov
William	DeSteph	Senate of Virginia	General Assembly	General Assembly	district08@senate.virginia.gov
Thomas	Norment	Senate of Virginia	General Assembly	General Assembly	district03@senate.virginia.gov
Emmett	Hanger	Senate of Virginia	General Assembly	General Assembly	district24@senate.virginia.gov
Frank	Ruff	Senate of Virginia	General Assembly	General Assembly	district15@senate.virginia.gov
Ryan	McDougle	Senate of Virginia	General Assembly	General Assembly	district04@senate.virginia.gov
Stephen	Newman	Senate of Virginia	General Assembly	General Assembly	district23@senate.virginia.gov
Ralph	Dweck	VIP	JBGS	Dweck	ralph@dweckproperties.com
Nora	Dweck	VIP	JBGS	Dweck	nora@dweckproperties.com
Peter	O'Keefe	VIP	JBGS	Greenvale Ventures Washington Housing Conservancy	peter.okeefe@greenvaleventures.com
Kevin	Clinton	Executive Director	JBGS		KClinton@federalcitycouncil.org

Anthony	Williams	CEO	JBGS	Federal City Council	awilliams@federalcitycouncil.org
Josh	Bernstein	Chair	JBGS	Federal City Council	jbernstein@federalcitycouncil.org
David	Bowers	Vice President	JBGS	Enterprise Community Partners	dbowers@enterprisecommunity.org
Sarah	Wartel	Executive Director	JBGS	Urban Institute	swartel@urban.org
Tamara	Copeland	President	JBGS	Washington Regional Association of Grantmakers	copeland@washingtongrantomakers.org
Carol	Gole	CEO	JBGS	Venture Philanthropy Partners	cicole@vppartners.org
Ed	Walters	CEO	JBGS	Urban Land Institute	ed.walters@uli.org
John	Miliken	VIP	JBGS	George Mason University	jmilik3@gmu.edu
Marianne	Radcliff	VIP	JBGS	Kemper Consulting	mraddcliff@kemperconsult.com sroth@vno.com, LBell@vno.com, SSheltan@VNO.com
Steve	Roth	Board (Chairman)	JBGS	JBGS Board	
Rob	Stewart	Board (Executive Vice Chairman)	JBGS	JBGS Board	rstewart@jbgsmith.com
Ben	Jacobs	Senior Advisor/Co-Founder	JBGS	JBGS VIP	bjacobs@jbgsmith.com
Bob	Kogod	Internal VIP	JBGS	JBGS VIP	bob.thompson@ces-famco.com
Michael	Glosserman	Board	JBGS	JBGS Board	mglosserman@jbgsmith.com
Scott	Estes	Board	JBGS	JBGS Board	scottestes1717@gmail.com
Alan	Forman	Board	JBGS	JBGS Board	Alan.Forman@yale.edu
Carol	Melton	Board	JBGS	JBGS Board	carolmelton@gmail.com
El	Halderman	Board	JBGS	JBGS Board	ehalderman@gmail.com
Ellen	Schuman	Board	JBGS	JBGS Board	e.schuman@edgenillendowment.com
Bill	Mulrow	Board	JBGS	JBGS Board	bmulrow@gmail.com
Michael	Senechal	Board	JBGS	JBGS Board	mitchell@100square.co
John	Wood	Board	JBGS	JBGS Board	jwood@uschamber.com
Mark	Kelly	Chief Executive Officer	JBGS	JBGS	mkelly@jbgsmith.com
Julianne	Browner	Executive Assistant - CEO	JBGS	JBGS	jrbrowner@jbgsmith.com
Kai	Reynolds	Chief Development Officer	JBGS	JBGS	kreynolds@jbgsmith.com
Brian	Coulter	Chief Development Officer	JBGS	JBGS	bcoulter@jbgsmith.com
Steve	Theriot	Chief Financial Officer	JBGS	JBGS	stheriot@jbgsmith.com
James	Iker	Chief Investment Officer	JBGS	JBGS	jiker@jbgsmith.com
Steve	Musales	Chief Legal Officer	JBGS	JBGS	smusales@jbgsmith.com
David	Paul	Chief Operating Officer	JBGS	JBGS	dpaul@jbgsmith.com
Angie	Valdes	Chief Accounting Officer	JBGS	JBGS	avaldes@jbgsmith.com
Patrick	Tyrrell	Chief Administrative Officer	JBGS	JBGS	ptyrrell@jbgsmith.com
George	Xanders	Executive Vice President	JBGS	JBGS	gxanders@jbgsmith.com
Ed	Chaglassian	Executive Vice President	JBGS	JBGS	echaglassian@jbgsmith.com
Mona	Banerjee	Executive Vice President	JBGS	JBGS	mbanerjee@jbgsmith.com
Al	Jackson	Executive Vice President	JBGS	JBGS Washington Housing Initiative	bajackson@jbgsmith.com
Andrew	Vannhorn	Executive Vice President	JBGS	JBGS	avannhorn@jbgsmith.com
David	Ritchey	Executive Vice President	JBGS	JBGS	dritchey@jbgsmith.com
Greg	Trimmer	Executive Vice President	JBGS	JBGS	gtrimmer@jbgsmith.com
Tony	Greenberg	Executive Vice President	JBGS	JBGS	tgreenberg@jbgsmith.com
Kristi	Smith	Executive Vice President	JBGS	JBGS	ksmith@jbgsmith.com
Tiffany	Butcher	Executive Vice President	JBGS	JBGS	tbutcher@jbgsmith.com
Britt	Snider	Executive Vice President	JBGS	JBGS	bsnider@jbgsmith.com
Evan	Regan-Levine	Senior Vice President	JBGS	JBGS	elevine@jbgsmith.com
Jaime	Marcus	Senior Vice President	JBGS	JBGS	jmarcus@jbgsmith.com



Shane	Omar	Senior Vice President	JBGS	JBGS	somar@jbgsmith.com
Vikki	Kayne	Senior Vice President	JBGS	JBGS	vkayne@jbgsmith.com
Brian	Cotter	Senior Vice President	JBGS	JBGS	bcotter@jbgsmith.com
Suzanne	Boggs	Senior Vice President	JBGS	JBGS	sboggs@jbgsmith.com
Matt	Ginivan	Senior Vice President	JBGS	JBGS	mginivan@jbgsmith.com
Aaron	Herman	Senior Vice President	JBGS	JBGS	aherman@jbgsmith.com
Greg	Benkowski	Vice President	JBGS	JBGS	gbenkowski@jbgsmith.com
Taylor	Lawch	Vice President	JBGS	JBGS	tlawcn@jbgsmith.com
Benji	Bullard	Vice President	JBGS	JBGS	tbullard@jbgsmith.com
Kara	Mukovich-Arter	Vice President	JBGS	JBGS	karater@jbgsmith.com
Craig	Swanson	Associate	JBGS	JBGS	cswanson@jbgsmith.com
Brandon	Taff	Senior Analyst	JBGS	JBGS	ctaft@jbgsmith.com
Sean	Mintz	Analyst	JBGS	JBGS	smintz@jbgsmith.com
Andrew	Kradjel	Analyst	JBGS	JBGS	akradjel@jbgsmith.com
Ashtley	Matthews	Executive Assistant	JBGS	JBGS	amattnews@jbgsmith.com
Emily	Dryfoos	Director	JBGS	JBGS	edryfoos@jbgsmith.com
Lexy	Myers	Director	JBGS	JBGS	lmyers@jbgsmith.com



Navarro, Angela <angela.navarro@governor.virginia.gov>

## Cell phone #

Navarro, Angela <angela.navarro@governor.virginia.gov>  
To: "Fava, Andrea" <afava@amazon.com>

Sun, Nov 11, 2018 at 12:07 PM

Thanks, Andrea. My cell phone is

On Sun, Nov 11, 2018 at 11:52 AM Fava, Andrea <afava@amazon.com> wrote:  
Good morning! Just wanted to ensure you have my cell phone

Don't hesitate to reach out at any time.

What is yours?

--  
Angela L. Navarro  
Deputy Secretary of Commerce and Trade  
Office of Governor Northam  
1111 E. Broad St., Richmond, VA 23219  
(804) 692-2512  
angela.navarro@governor.virginia.gov



Navarro, Angela <angela.navarro@governor.virginia.gov>

## **Privileged & confidential - draft outline of announcement activities and draft releases**

**Sullivan, Holly** <hollyss@amazon.com>  
To: "Moret, Stephen" <Moret@vedp.org>  
Cc: Angela Navarro <angela.navarro@governor.virginia.gov>

Sun, Nov 11, 2018 at 11:23 AM

Received. Thank you for getting this organized between everyone Stephen, much appreciated and it helps us a lot.

We will circle back.

**From:** Moret, Stephen <Moret@vedp.org>  
**Sent:** Sunday, November 11, 2018 11:19 AM  
**To:** Sullivan, Holly <hollyss@amazon.com>  
**Cc:** Angela Navarro <angela.navarro@governor.virginia.gov>  
**Subject:** Privileged & confidential - draft outline of announcement activities and draft releases

Good morning, Holly,

Following up on your request, attached is a brief outline what we envision for announcement day were Virginia to be selected. This draft includes input from Arlington and Alexandria.

Also attached are drafts of the state press release (relatively high level) and joint local press release from Arlington and Alexandria (more detailed).

I'm copying Angela Navarro who is the governor's lead for the potential announcement and event.

We welcome your feedback.

Thanks,  
Stephen

## **CONFIDENTIAL – INCOMPLETE WORKING DRAFT – NOT FOR DISTRIBUTION**

### **OUTLINE OF ENVISIONED ANNOUNCEMENT DAY ACTIVITIES**

- 6:30 a.m. Company press release referencing multiple locations, including quote from Virginia Governor Ralph Northam and Arlington County Board Chair Katie Cristol
- 6:35 a.m. High-level state press release (see attached draft) that will include a media advisory for the event and more detailed joint press release (see attached draft) from Arlington and Alexandria, each with a broader set of quotes, including legislative leaders
- 6:45 a.m. Electronic invitations sent to state, regional, and local partners (to avoid potential for disruption, event is envisioned to be invitation only)
- 11:00 a.m. Announcement event with roughly 350 state, regional, and local attendees (team members, administration and legislative officials, local officials, higher education leaders, JBG SMITH and other partners, etc.), with brief remarks from the following individuals:
- Secretary of Commerce Brian Ball to introduce Governor Northam
  - Governor Northam (10-15 minutes)
  - Company executive (5 minutes)
  - Arlington County Board Chair Katie Cristol (3-5 minutes)
  - Alexandria Mayor Allison Silberberg (3-5 minutes)
  - MEI Chair (and State Senator) Frank Ruff (3-5 minutes)
  - House Appropriations Chair (and former MEI Chair) Chris Jones (3-5 min.)
  - JBG SMITH President and CEO Matt Kelly (3-5 minutes)
- 11:40 a.m. Announcement event concludes; catered lunch event for a smaller group of approximately 50 speakers, legislators, and college presidents

### **PROPOSED ANNOUNCEMENT LOCATION**

The event will take place at 1400 S. Eads Street, Arlington, Virginia 22202. The building that will house the event is located on the corner of 15<sup>th</sup> Street and S. Eads Street. This is a vacant warehouse building that will be set up with a stage and A/V equipment as well as seating for 350 attendees. The location will accommodate any invited media who want to cover the event.

The catered lunch following the event will occur at an adjacent building located at 520 12th Street South, Arlington, Virginia 22202. This will be a smaller event for approximately 50 invitees.

### **ENVISIONED WEBSITE CONTENT**

- Governor's website page will include state press release, link to round one proposal to company (PDF) updated to reflect final scope, high-level FAQs, high-level recap of economic and fiscal impact, and quotes from higher ed institutions and other state and regional partners.
- NOVA pitch website from round one will be made public and used as a go-to location for local residents seeking additional project information; new download section will include FAQs (covering affordable housing plans, transportation projects, incentives, etc.), company MOU, economic/fiscal impact study(ies) and a related recap, map with new transportation projects, overview of statewide tech-talent pipeline initiative, round one proposal to company (PDF) updated to reflect final project scope, etc.; *no references to company's site-selection process will be made.*

**CONFIDENTIAL – INCOMPLETE WORKING DRAFT – NOT FOR DISTRIBUTION**

- Arlington County Website will link to the various documents mentioned on the Governor's and NOVA pitch website. It will also include a section for virtual community engagement sessions planned over the coming months leading up to the February vote on the Performance Agreement. The planned sessions will be on the following topics: Economic Development and Planning, Schools, Transportation, and Housing. Further, as project information becomes available, this site will also include information on any future site plans and processes or transportation projects updates.



## Governor Northam Announces Amazon Selects Virginia for Major New Corporate Headquarters

*~ Unprecedented state, local, and regional partnership lands project to result in at least 25,000 jobs ~*

**ARLINGTON**—Governor Ralph Northam today announced that Amazon, Inc. will invest more than \$2 billion to establish a major new headquarters in Virginia that will produce at least 25,000 jobs within 12 years. The headquarters will be housed in a collection of new and renovated buildings located in National Landing, which includes portions of Pentagon City and Crystal City in Arlington County, Virginia and Potomac Yard in the City of Alexandria, Virginia. Amazon's initial growth is expected to be focused in the Crystal City and Pentagon City portions of National Landing.

Virginia successfully secured the project through an unprecedented state, local, and regional partnership after a 14-month competitive site selection process during which Amazon received 238 proposals across North America. The economic benefits of the Amazon project will be shared throughout the Commonwealth and are expected to result in more than \$1.2 billion in new state general fund revenues over the 20-year performance agreement with Amazon, after accounting for all related state obligations.

"This is a big win for Virginia—I'm proud Amazon recognizes the tremendous assets the Commonwealth has to offer and plans to deepen its roots here," said **Governor Northam**. "Virginia put together a proposal for Amazon that we believe represents a new model of economic development for the 21<sup>st</sup> century, and I'm excited to say that our innovative approach was successful. The majority of Virginia's partnership proposal consists of investments in our education and transportation infrastructure that will bolster the features that make Virginia so attractive: a strong and talented workforce, a stable and competitive business climate, and a world-class higher education system."

### **[AMAZON QUOTE]**

"Amazon's selection of the Commonwealth for a major new headquarters is the result of tremendous state and local partnership, many years of fiscally responsible investments by our General Assembly, and collaboration with Virginia's neighbors in Washington, D.C. and Maryland," said **Secretary of Commerce and Trade Brian Ball**. "This project will spur economic growth, diversify our economy, and help us grow and retain our much sought-after tech talent."

The Virginia Economic Development Partnership (VEDP) collaborated with Arlington County, the City of Alexandria, the General Assembly's Major Employment and Investment (MEI) Project Approval Commission, and hundreds of other local, regional, and state partners to secure the project for Virginia. Northern Virginia's proposal included four sites in the City of Alexandria, Arlington County, Fairfax County, and Loudoun County. National Landing, the

## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

winning location, was proposed as a joint partnership between the City of Alexandria and Arlington County.

"I'm grateful to Governor Northam and his cabinet, the General Assembly's MEI Commission and their staff, Virginia's university leaders, our amazing local partners, our talented colleagues at VEDP, and many other Virginians for all they have done to make this possible," **said VEDP President and CEO Stephen Moret.** "Virginia's biggest employment growth opportunity in the years ahead will be in tech – from artificial intelligence to cloud computing to cybersecurity, and everything in between. The tech-talent pipeline investments that Governor Northam and the General Assembly are launching will position communities across the Commonwealth for healthier, more diversified economic growth."

The foundation of the cooperative pitch for Amazon's headquarters is a statewide investment program to double the annual number of graduates with bachelor's and master's degrees in computer science and closely-related fields, ultimately yielding 25,000 to 35,000 additional graduates over the next two decades in excess of current levels. The Commonwealth of Virginia, Arlington County, and the City of Alexandria have also committed funding for transportation investments to support mobility in the region. In addition to investments that will broadly benefit Virginians, the Commonwealth offered post-performance incentives that will be paid only after the company has produced new, qualifying jobs, resulting in net positive state revenue on day one.

### **As part of the Commonwealth's proposal to Amazon, Virginia will:**

- Make performance-based investments in bachelor's degree programs in computer science and related fields that will be distributed statewide based upon a negotiated agreement with each public university or community college that wishes to participate;
- Make performance-based investments of up to \$375 million over 20 years for new master's degree programs in computer science and related fields at George Mason's Arlington campus and for Virginia Tech to establish a new Innovation Campus in Alexandria, both of which are subject to a 1-to-1 match from the universities with philanthropic funds;
- Invest \$50 million over 20 years in K-12 tech education and internship programming to connect higher ed students to tech jobs;
- Invest up to \$295 million of non-general fund money in transportation projects that will improve mobility in the region, including additional entrances to the Metro stations at Crystal City and Potomac Yard, improvements to Route 1, a connector bridge from Crystal City to Washington National Airport, and a transitway expansion supporting Pentagon City, Crystal City, and Potomac Yard; and
- Provide post-performance incentives to Amazon that will be paid annually based on job creation and wage levels in the prior year, with minimum average wages of at least \$150,000. Subject to General Assembly approval, the company will be eligible to receive



## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

up to \$550 million in incentives if it creates 25,000 jobs and a maximum of \$750 million in cumulative incentives if it creates 37,850 jobs.

"I am thrilled that Amazon has chosen Virginia for its second headquarters," said Delegate Chris Jones, previous Chairman of the General Assembly's Major Employment & Investment (MEI) Commission. "Strategic investments made in recent years to position Virginia as a business-friendly state have paid off, and we look forward to investing further in our higher education system to catalyze growth in the tech sector. I congratulate the many partners at the state, regional, and local level that worked together on this historic project, and I look forward to Amazon's expanding presence in the Commonwealth."

"Winning Amazon's major new headquarters is a significant accomplishment for Virginia and its technology sector," said Senator Frank Ruff, current Chairman of the MEI Commission. "The investments this project will bring to Virginia's education system to strengthen our tech-talent pipeline will position the tech sector across the Commonwealth for growth. I look forward to working with Amazon, Governor Northam, my colleagues in the General Assembly, and our local partners on this transformational project."

In addition to the Commonwealth's investments, Arlington County and the City of Alexandria plan to fund over \$570 million to date for transportation projects, including rail connections, transit facilities, multi-modal streets, and corridor connectivity serving the site. Arlington County and the City of Alexandria are also actively pursuing additional funding opportunities to advance investments in this corridor.

A review of available transportation services, facilities, and associated capacity indicate that the regional and local transit systems have significant unused capacity, even during peak travel periods. Amazon is expected to help fill that existing capacity, as they are a very transit-focused employer, with most employees utilizing public transit, walking, biking, or carpooling each day.

Arlington County and the City of Alexandria have also committed to fund affordable housing, workforce housing, and public infrastructure, relying on revenues generated from Amazon's new presence in their communities. Combined, the communities project annual investments of more than \$15 million over the next decade, resulting in the creation and preservation of 2,500 to 3,000 units in and around the Crystal City, Pentagon City, and Columbia Pike areas and through the City of Alexandria. In addition, VHDA will work with Arlington County and the City of Alexandria, and will provide an additional \$15 million per year for affordable and workforce housing.

"We are proud that Amazon has selected National Landing for its major new headquarters. This is, above all, a validation of our community's commitment to sustainability, transit-oriented development, affordable housing, and diversity," said **Arlington County Board Chair Katie Cristol**. "The strength of our workforce coupled with our proximity to the nation's capital makes us an attractive business location. But Arlington's real strength is the decades of planning that have produced one of the most vibrant, civically engaged communities in the world. Those plans have paved the way for this investment, and we look forward to engaging the Arlington community about Amazon's plans and how we can grow together."



## GOVERNOR'S CONFIDENTIAL WORKING PAPERS

"We in Alexandria could not be more excited and proud about the announcement that Amazon will call National Landing home," said **City of Alexandria Mayor Allison Silberberg**. "Throughout this process, we have worked with our colleagues in Arlington County to highlight the collective strengths of our communities – our workforce, education system, infrastructure, and unparalleled quality of life – all of which will be strengthened by this new investment from Amazon, the Commonwealth, and our localities. Alexandria is an exceptional place to live and work, and we welcome partners who are committed to our continued growth and prosperity. We are thrilled to be able to partner with Virginia Tech as they deliver a world-class innovation campus in the City's portion of National Landing over the coming years."

Amazon's new home at National Landing builds on the strength and history of an established community that has exciting growth potential, with over 12 million square feet of existing office space and more than 13,000 residential units. JBG SMITH controls over 8 million square feet of development within National Landing. Amazon intends to lease existing space and purchase land for development from JBG SMITH in Crystal City and Pentagon City in Arlington County, while the new Virginia Tech Innovation Campus is expected to be developed in the Alexandria portion of National Landing. Amazon's new headquarters and related investments are consistent with the adopted community growth plans for the National Landing area in both Arlington County and the City of Alexandria, which envision high-density, mixed-use, transit-oriented development.

"We are incredibly pleased to partner with Amazon on their new headquarters. Their selection of our region is a tremendous endorsement of the strength of the DC region and the promise of National Landing," said **JBG SMITH CEO, Matt Kelly**. "The announcement reflects a sustained and exhaustive effort by the JBG SMITH team and our partners in Arlington, Alexandria, and Virginia, whose collaborative approach were invaluable to producing this successful outcome. It validates our placemaking and repositioning strategy in National Landing and will accelerate our plans to revitalize the area in a dramatic way."

Amazon's existing presence in the Commonwealth is already substantial, including 8,500 full-time employees, and 28,000 small and medium-sized businesses that use the site as a platform for sales. Their operations in Virginia include six fulfillment and sort centers, three Prime Now hubs, six solar facilities, several large data centers, and the East Coast campus of Amazon Web Services.

For more information and the full text of Virginia's proposal to Amazon, click [HERE](#).

An announcement event will take place **TODAY, DATE at TIME**. Media interested in attending must [RSVP HERE](#) by **TIME**. Credentialed media will receive a confirmation email with logistical details.



DRAFT: CM WORKING PAPERS  
NOT FOR COPY/DO NOT DISTRIBUTE



FOR IMMEDIATE RELEASE: NOVEMBER DAY, 2018

FOR MORE INFORMATION:

Cara O'Donnell, 703-228-0854, [codonnell@arlingtonva.us](mailto:codonnell@arlingtonva.us)

Susan Haralson, 202-841-5454, [haralson@alexecon.org](mailto:haralson@alexecon.org)

## AMAZON SELECTS NORTHERN VIRGINIA'S NATIONAL LANDING FOR MAJOR NEW HEADQUARTERS

- *Arlington/Alexandria joint site chosen from 238 proposals throughout North America*
- *Amazon will create more than 25,000 high paying jobs over 12 years*
- *Virginia Tech will build new Innovation Campus*
- *Proposed partnership includes significant investments in housing and transportation*
- *Represents unique multi-jurisdictional partnership and new regional approach to economic development*

ARLINGTON and ALEXANDRIA, Va. – Amazon.com, Inc, known as the “Earth’s most customer-centric company,” announced this morning that it has chosen Arlington County to establish a major new headquarters. Arlington and the City of Alexandria, after working together for the last year in a unique and unprecedented regional partnership, are announcing that Amazon will locate in National Landing, a newly branded neighborhood encompassing parts of Pentagon City and Crystal City in Arlington and Potomac Yard in Alexandria. The announcement also includes news of a new partnership with Virginia Tech to develop a revolutionary Innovation Campus to fill demand for high-tech talent in National Landing and beyond.

“We are proud that Amazon has selected National Landing for its major new headquarters. This is, above all, a validation of our community’s commitment to sustainability, transit-oriented development, affordable housing and diversity,” Arlington County Board Chair Katie Cristol said. “The strength of our workforce coupled with our proximity to the nation’s capital makes us an attractive business location. But Arlington’s real strength is the decades of planning that have produced one of the most vibrant, civically engaged communities in the world. Those plans have paved the way for this investment and we look forward to engaging the Arlington community about Amazon’s plans and how we can grow together.”

“We in Alexandria could not be more excited and proud for Amazon to call National Landing home,” said Alexandria Mayor Allison Silberberg. “Throughout this process, we have worked with our colleagues in Arlington to highlight the collective strengths of our communities – our workforce, education, infrastructure and our unparalleled quality of life – all of which will be strengthened by this new investment from Amazon, the Commonwealth and our localities. Alexandria is an exceptional place to live and work, and we welcome partners who are



**DRAFT: CM WORKING PAPERS  
DO NOT COPY/DO NOT DISTRIBUTE**

committed to our continued growth and prosperity. We are thrilled to be able to partner with Virginia Tech as they deliver a world-class innovation campus in Alexandria's portion of National Landing."

Amazon will invest more than \$2 billion to establish its new headquarters, which will create at least 25,000 high-wage jobs in the next 12 years. The National Landing site, one of the National Capital Region's most accessible mixed-use communities, sits in the heart of an area recognized for having the most highly-educated workforce in the nation and is home to a growing number of companies and agencies contributing to the metro area's reputation as a technology hub of the East Coast. National Landing, as the name suggests, is situated adjacent to Reagan National Airport and across the Potomac River from Washington, D.C.

**Regional Collaborative Effort**

Today's announcement successfully concludes a 14-month process that inspired Northern Virginia localities to engage for the first time in a unique multi-jurisdictional partnership. This new regional approach to economic development allowed Arlington, Alexandria, Fairfax County and Loudoun County to present multiple sites to a company under the Northern Virginia brand, highlighting many shared regional assets like workforce, business climate and the innovation economy. This process was led by the Virginia Economic Development Partnership (VEDP) and its commitment to deliver a world-class proposal to Amazon.

"I'm grateful to Governor Northam and his cabinet, the General Assembly's Major Employment and Investment (MEI) Commission and their staff, Virginia's university leaders, our amazing local partners, our talented colleagues at VEDP, and many other Virginians for all they have done to make this possible," said VEDP President and CEO Stephen Moret. "Virginia's biggest employment growth opportunity in the years ahead will be in tech – from artificial intelligence to cloud computing to cybersecurity, and everything in between. The tech-talent pipeline investments that Governor Northam and the General Assembly are launching will position communities across the Commonwealth for healthier, more diversified economic growth."

Specifically for the National Landing proposal, Arlington and Alexandria partnered with property owner and developer JBG SMITH to present Amazon with a compelling 150-acre site – a mixture of existing vacant buildings and developable land – seamlessly connected by a robust transportation network, including three Metrorail stations and a commuter rail station, walking and biking paths. The National Landing proposal offers Amazon the opportunity to establish its headquarters in a thriving, urban environment. The proposal to Amazon that was crafted by Arlington, Alexandria, JBG SMITH, VEDP, and others can be found [online](#).

"We are incredibly pleased to partner with Amazon on their new headquarters," said JBG SMITH CEO, Matt Kelly. "Their selection of National Landing is a fantastic outcome for the entire region and reflects the close collaboration between the JBG SMITH team and our partners in Arlington, Alexandria and Virginia."

Amazon's new home at National Landing builds on the strength and history of an established community with nearly 12 million square feet of existing office space and more than 13,000 residential units that also has exciting growth potential. JBG SMITH owns 6.2 million square

**DRAFT: CM WORKING PAPERS  
DO NOT COPY/DO NOT DISTRIBUTE**

feet of existing office space and 2.4 million square feet of existing multifamily, and it will control 10.1 million square feet of Estimated Potential Density in National Landing, after adjusting for Amazon's land purchase. Amazon's initial development plans focus on JBG SMITH-owned properties in Crystal City and Pentagon City in Arlington County, while the new Virginia Tech Innovation Campus will be developed in the Alexandria portion of the National Landing site. Amazon's new headquarters and related investments are generally consistent with the communities' adopted growth plans for the National Landing area in both Arlington and Alexandria, which envision high-density, mixed-use, transit-oriented development.

**Innovation Campus**

In Alexandria's portion of Potomac Yard, Virginia Tech and the Commonwealth intend to provide funding for an Innovation Campus near Amazon's new headquarters to build a graduate campus in the southern portion of National Landing, specifically targeted at tech talent. The campus will house master's and doctoral level programs that dovetail with the industry's most pressing demands. Degree programs and research opportunities will focus on computer sciences and software engineering, while offering specializations in high-demand areas, including data sciences; analytics and collective decisions; security and the Internet of Things; and technology and policy. The campus will build on the growing innovation economy in Alexandria and Arlington, anchored by the United States Patent and Trademark Office, the National Science Foundation, the Defense Advanced Research Projects Agency and now private sector companies like Amazon.

"Launching the Innovation Campus is a watershed moment for Virginia Tech and a great day for the Commonwealth we are committed to serve," Virginia Tech President Tim Sands said. "As Virginia's land-grant institution, we stepped up to claim our role of driving economic development by leveraging our strengths in technology and engineering and building on our strong partnerships in Washington, D.C. The Innovation Campus will bring together the highest-caliber students, world-class faculty, smart ideas and forward-thinking companies."

**Investments in the Community**

*K-12 and Higher Education:* As part of the Commonwealth's increased investment in the tech-talent pipeline, Arlington and Alexandria public schools will have access to new resources related to computer science education, to be made available statewide. They include: ongoing professional development for current and future teachers; high-quality curriculum and related resources; summer and after-school programming for students; and meaningful career exposure and work-based learning opportunities in high-demand fields.

George Mason University's Arlington campus will also grow, taking advantage of new performance-based investments for new master's degree programs in computer science and related fields.

*Transportation:* A review of available transportation services, facilities and associated capacity indicate that regional and local transit systems have significant unused capacity, even during peak travel periods. As a very transit-focused employer, Amazon is expected to help fill that existing capacity, with most employees utilizing public transit, walking, biking or carpooling each day.



**DRAFT: CM WORKING PAPERS  
DO NOT COPY/DO NOT DISTRIBUTE**

To manage this planned growth, Arlington County and the City of Alexandria are investing \$570 million in transportation projects, including rail connections, transit facilities, multi-modal streets and transportation technology serving the site, all of which were planned as part of Board- and Council-approved long-term Capital Improvement Plans. Arlington and Alexandria are also actively pursuing additional funding opportunities to advance investments in this corridor.

To augment these local investments, the Commonwealth will invest up to \$295 million of non-general fund money in new or expanded transportation projects to improve mobility in the region, including an additional entrance to the Crystal City Metro station and a south entrance off of Potomac Avenue to the new Potomac Yard Metro station. Other projects include improvements to U.S. Route 1 in Arlington County, a pedestrian bridge from Crystal City to Reagan National Airport and a transitway expansion supporting Pentagon City, Crystal City and Potomac Yard in both Alexandria and Arlington.

*Housing:* Amazon's choice to locate in National Landing comes as the region is intensifying its efforts to increase housing capacity and making more investments in affordable housing. Arlington and Alexandria already have strong existing commitments to funding and supporting efforts to create, protect and preserve affordable and workforce housing. As part of this project announcement, both communities will fund affordable housing, workforce housing and public infrastructure, bolstered by revenues generated from Amazon's new presence in their communities. Combined, the communities project investment of at least \$150 million over the next decade, resulting in the creation and preservation of 2,000 to 2,400 affordable and workforce units in and around the Crystal City, Pentagon City and Columbia Pike areas and throughout Alexandria.

**Direct Investments:**

Arlington's proposed direct financial incentive to Amazon is an annual pay-for-performance grant tied to the company meeting office occupancy targets. Over the 15-year performance period, the County estimates the grants will be worth a total of \$23 million. The incentive comes from a percentage of the new incremental revenue generated by the County's Transient Occupancy Tax (TOT), which is a tax paid by tourists and business travelers on hotel rooms or other paid lodging.

Amazon may also be eligible for Arlington County's existing Technology Zone incentive which provides qualified technology companies at least a 50% reduction in the Business, Professional and Occupational License (BPOL) tax rate for up to 10 years. Companies must apply and be deemed eligible by the Arlington County office of the Commissioner of Revenue to receive the benefit.

In addition to direct financial incentives, Arlington County also proposed using a portion of new incremental revenue generated by Amazon's arrival within the existing Tax Increment Financing (TIF) area to make strategic infrastructure investments in and around National Landing.

**DRAFT: CM WORKING PAPERS  
DO NOT COPY/DO NOT DISTRIBUTE**

The Arlington County Board will vote on a final incentive agreement no earlier than February 2019 and will follow its regular public engagement and hearing process for development decisions.

In order to facilitate the development of Virginia Tech's Innovation Campus in National Landing, Alexandria has entered into a Memorandum of Understanding with the university in which the City agreed to work with Virginia Tech to structure a financial plan for development, potentially including local financial support, as well as providing expedited processing for planning and development approvals and permits. The Innovation Campus will be located in the Alexandria portion of National Landing on land owned by investment firm Blackstone Group L.P. real estate fund. The land is commonly referred to as Oakville Triangle and will be developed by Stonebridge Associates. The City will follow its well-established public engagement and hearing processes for any required planning and development decisions, and any other City commitments will be decided on by City Council, following established protocols for consideration and approval.

For more information and visual media resources, please visit.

<https://www.arlingtonva.us/amazon> and [www.alexandriava.gov/NationalLanding](http://www.alexandriava.gov/NationalLanding)

**Arlington Economic Development**

Arlington Economic Development (AED), part of Arlington County Government, is dedicated to the preservation and enhancement of an economically competitive and sustainable community, and the creation of exciting, diverse and amenity-rich places. AED provides visionary leadership and superior services to Arlington's business and arts community, its tourism industry and its real estate development. For more information, visit [ArlingtonEconomicDevelopment.com](http://ArlingtonEconomicDevelopment.com).

**Alexandria Economic Development Partnership**

The Alexandria Economic Development Partnership (AEDP) is a public-private partnership that works closely with the City of Alexandria management and elected officials to promote Alexandria as a premier location for businesses by capitalizing on its many assets, including multiple Metro stations, historical character and riverfront location to enhance the city's tax revenue and increase employment opportunities. For more information, visit [GrowALX.com](http://GrowALX.com).

###

*Arlington and Alexandria are world-class destinations and business-friendly communities known for a highly-educated workforce, fiscally responsible governments and diverse cultures. Located just across the Potomac River from the decision-making center of Washington, D.C., Arlington and Alexandria work jointly to provide the ideal environments for business, residents and visitors.*





Navarro, Angela <angela.navarro@governor.virginia.gov>

## Thank you and follow-up

Navarro, Angela <angela.navarro@governor.virginia.gov>  
To: afava@amazon.com

Thu, Oct 11, 2018 at 9:54 AM

Andrea,

Thanks so much for this information. This is very helpful.

Best regards,

Angela

On Tue, Oct 9, 2018 at 12:29 PM Fava, Andrea <afava@amazon.com> wrote:

Angela,

Apologies for the delay.

We have over 28,000 Virginia small and medium sized businesses selling on Amazon. We don't have the geographic breakdown. Is there something else that would help?

<https://d39w7f4ix9f5s9.cloudfront.net/98/85/63570d3d43039280571dd4e7f64a/amazon-smb-impact-report-2018-1.pdf>

Thanks,

Andrea Fava | Public Policy Director | Amazon

afava@amazon.com | T 202 442 2952 | M 202 580 9510

**From:** Navarro, Angela [mailto:[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)]

**Sent:** Monday, October 08, 2018 12:01 PM

**To:** Fava, Andrea <afava@amazon.com>

**Subject:** Re: Thank you and follow-up

Andrea,



Thanks again for providing the link to the Virginia-specific data. I have one follow-up question for you. I believe Brian mentioned that there are over 20,000 small businesses that sell and distribute their products through Amazon. Do you happen to have those specific numbers and any geographic breakdown of where in Virginia the small businesses are located?

Best regards,

Angela

On Wed, Sep 26, 2018 at 7:20 AM Navarro, Angela <[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)> wrote:

Andrea,

It was wonderful to meet you as well. We really appreciate your team taking the time to show us around the fulfillment center. That is such an impressive site!

Thanks so much for passing along that information. Please let me know if I can be of help to you, and I look forward to connecting again soon.

Best regards,

Angela

On Wed, Sep 26, 2018 at 6:56 AM Fava, Andrea <[afava@amazon.com](mailto:afava@amazon.com)> wrote:

Angela,

Thank you for taking the time to visit the site yesterday! We know the Governor has many priorities, and we truly appreciate the time spent with our team in Chester.

It was great to meet you. I'll let you know when I'm back in Richmond as it would be nice to find a few minutes to catch up. In the meantime, please don't hesitate to let us know how we can be helpful. My cell is 202-580-9510.

Here is the link to the investment data we talked about. There are a few different data points for each state. For example, we've invested **\$29+ billion** in Virginia (2011-2017), including customer fulfillment and cloud infrastructure, and compensation to our employees. (WA is the only state where we have invested more.)

<https://www.aboutamazon.com/investing-in-the-u-s>

Best,

Andrea

Andrea Fava

Public Policy Director, Amazon

202-580-9510

--

Angela L. Navarro

Deputy Secretary of Commerce and Trade

Office of Governor Northam

1111 E. Broad St., Richmond, VA 23219

(804) 692-2512

[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)

--

Angela L. Navarro

Deputy Secretary of Commerce and Trade

Office of Governor Northam

1111 E. Broad St., Richmond, VA 23219

(804) 692-2512

[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)

--

Angela L. Navarro

Deputy Secretary of Commerce and Trade

Office of Governor Northam

1111 E. Broad St., Richmond, VA 23219

(804) 692-2512

[angela.navarro@governor.virginia.gov](mailto:angela.navarro@governor.virginia.gov)